

PPG INDUSTRIES INC  
Form 10-K  
February 18, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

Commission File Number 1-1687

**PPG INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of incorporation or organization)	25-0730780 (I.R.S. Employer Identification No.)
One PPG Place, Pittsburgh, Pennsylvania (Address of principal executive offices)	15272 (Zip code)
Registrant's telephone number, including area code:	412-434-3131

**Securities Registered Pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock Par Value \$1.66 <sup>2</sup> / <sub>3</sub>	New York Stock Exchange

**Securities Registered Pursuant to Section 12(g) of the Act: None**

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Indicate by check mark if the Registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Act). YES  NO

The aggregate market value of common stock held by non-affiliates as of June 30, 2009, was \$7,224 million.

As of January 31, 2010, 165,857,383 shares of the Registrant's common stock, with a par value of \$1.66<sup>2</sup>/<sub>3</sub> per share, were outstanding. As of that date, the aggregate market value of common stock held by non-affiliates was \$9,716 million.

## DOCUMENTS INCORPORATED BY REFERENCE

Document

Incorporated By  
Reference In Part No.

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Portions of PPG Industries, Inc. Proxy Statement for its 2010  
Annual Meeting of Shareholders

III

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**Table of Contents****PPG INDUSTRIES, INC.****AND CONSOLIDATED SUBSIDIARIES**

As used in this report, the terms PPG, Company, Registrant, we, us and our refer to PPG Industries, Inc., and its subsidiaries, taken as a whole, unless the context indicates otherwise.

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**Note on Incorporation by Reference**

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Throughout this report, various information and data are incorporated by reference from the Company's 2009 Annual Report (hereinafter referred to as the Annual Report). Any reference in this report to disclosures in the Annual Report shall constitute incorporation by reference only of that specific information and data into this Form 10-K.

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### **Part I**

#### **Item 1. Business**

PPG Industries, Inc., incorporated in Pennsylvania in 1883, is comprised of six reportable business segments: Performance Coatings, Industrial Coatings, Architectural Coatings EMEA (Europe, Middle East and Africa), Optical and Specialty Materials, Commodity Chemicals and Glass. Each of the business segments in which PPG is engaged is highly competitive. However, the diversification of product lines and worldwide markets served tend to minimize the impact on PPG's total sales and earnings from changes in demand for a particular product line or in a particular geographic area. Refer to Note 25, Reportable Business Segment Information under Item 8 of this Form 10-K for financial information relating to our reportable business segments.

#### ***Performance Coatings, Industrial Coatings and Architectural Coatings - EMEA***

PPG is a major global supplier of protective and decorative coatings. The Performance Coatings, Industrial Coatings and Architectural Coatings EMEA reportable segments supply protective and decorative finishes for customers in a wide array of end use markets, including industrial equipment, appliances and packaging; factory-finished aluminum extrusions and steel and aluminum coils; marine and aircraft equipment; automotive original equipment; and other industrial and consumer products. In addition to supplying finishes to the automotive original equipment market, PPG supplies refinishes to the automotive aftermarket. PPG also supplies coatings to painting and maintenance contractors and directly to consumers for decoration and maintenance. The coatings industry is highly competitive and consists of a few large firms with global presence and many smaller firms serving local or regional markets. PPG competes in its primary markets with the world's largest coatings companies, most of which have global operations, and many smaller regional coatings companies. Product development, innovation, quality and technical and customer service have been stressed by PPG and have been significant factors in developing an important supplier position by PPG's coatings businesses comprising the Performance Coatings, Industrial Coatings and Architectural Coatings EMEA reportable segments.

On January 2, 2008, PPG completed the acquisition of SigmaKalon Group (SigmaKalon), a worldwide coatings producer based in Uithoorn, Netherlands. The results of operations of SigmaKalon are included in PPG's consolidated financial statements from the acquisition date onward. The businesses acquired from SigmaKalon produce architectural, protective and marine and industrial coatings. The protective and marine and industrial coatings businesses of SigmaKalon are managed as part of PPG's previously existing coatings businesses. The SigmaKalon architectural coatings business in Europe, the Middle East and Africa was reported as a separate reportable business segment known as Architectural Coatings EMEA beginning in 2008. This business represented about 70% of SigmaKalon's preacquisition sales.

The Performance Coatings reportable segment is comprised of the refinish, aerospace, protective and marine and architectural Americas and Asia Pacific coatings businesses.

The refinish coatings business supplies coatings products for automotive and commercial transport/fleet repair and refurbishing, light industrial coatings for a wide array of markets and specialty coatings for signs. These products are sold primarily through distributors.

The aerospace coatings business supplies sealants, coatings, technical cleaners and transparencies for commercial, military, regional jet and general aviation aircraft and transparent armor for military land vehicles. PPG supplies products to aircraft manufacturers, maintenance and

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aftermarket customers around the world both on a direct basis and through a company-owned distribution network.

The protective and marine coatings business supplies coatings and finishes for the protection of metals and structures to metal fabricators, heavy duty maintenance contractors and manufacturers of ships, bridges, rail cars and shipping containers. These products are sold through the company-owned architectural coatings stores, independent distributors and directly to customers.

Product performance, technology, quality, distribution and technical and customer service are major competitive factors in these three coatings businesses.

The architectural coatings-Americas and Asia Pacific business primarily produces coatings used by painting and maintenance contractors and by consumers for decoration and maintenance. These coatings are sold under a number of brands. Architectural coatings Americas and Asia Pacific products are sold through a combination of company-owned stores, home centers, paint dealers, independent distributors and directly to customers. Price, product performance, quality, distribution and brand recognition are key competitive factors for the architectural coatings business. The architectural coatings-Americas and Asia Pacific business operates about 400 company-owned stores in North America and about 50 company-owned stores in Australia.

The major global competitors of the Performance Coatings reportable segment are Akzo Nobel NV, BASF Corporation, the DuPont Company, the Sherwin-Williams Company and Valspar Corporation. The average number of persons employed by the Performance Coatings reportable segment during 2009 was 12,700.

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The Industrial Coatings reportable segment is comprised of the automotive, industrial and packaging coatings businesses. Industrial, automotive and packaging coatings are formulated specifically for the customers' needs and application methods.

The industrial and automotive coatings businesses sell directly to a variety of manufacturing companies. PPG also supplies adhesives and sealants for the automotive industry and metal pretreatments and related chemicals for industrial and automotive applications. PPG has established alliances with Kansai Paint, Helios Group and Asian Paints Ltd. to serve certain automotive original equipment manufacturers in various regions of the world. PPG owns a 60% interest in PPG Kansai Finishes to serve Japanese-based automotive customers in North America and Europe. PPG owns a 60% interest in PPG Helios Ltd. to serve Russian-based automotive customers in Russia and the Ukraine. PPG owns a 50% interest in Asian PPG Paints to serve global and domestic-based automotive customers in India.

The packaging coatings business supplies coatings and inks to the manufacturers of aerosol, food and beverage containers.

Product performance, technology, quality and technical and customer service are major competitive factors in the industrial coatings businesses. The major global competitors of the Industrial Coatings reportable segment are Akzo Nobel NV, BASF Corporation, the DuPont Company, Valspar Corporation and Nippon Paint. The average number of persons employed by the Industrial Coatings reportable segment during 2009 was 8,900.

The Architectural Coatings - EMEA business supplies a variety of coatings under a number of brands and purchased sundries to painting contractors and consumers in Europe, the Middle East and Africa. Architectural Coatings - EMEA products are sold through a combination of about 560 company-owned stores, home centers, paint dealers, independent distributors and directly to customers. Price, product performance, quality, distribution and brand recognition are key competitive factors for this business. The major competitors of the Architectural Coatings - EMEA reportable segment are Akzo Nobel NV and Materis Paints. The average number of persons employed by the Architectural Coatings - EMEA reportable segment during 2009 was 8,500.

### ***Optical and Specialty Materials***

PPG's Optical and Specialty Materials reportable segment is comprised of the optical products and silicas businesses. The primary Optical and Specialty Materials products are *Transitions*<sup>®</sup> lenses, sunlenses and optical lens materials; amorphous precipitated silicas for tire, battery separator and other end-use markets; and *Teslin*<sup>®</sup> synthetic printing sheet used in such applications as waterproof labels, e-passports, drivers licenses and identification cards. *Transitions*<sup>®</sup> lenses are processed and distributed by PPG's 51%-owned joint venture with Essilor International. In the Optical and Specialty Materials businesses, product quality and performance, branding, distribution and technical service are the most critical competitive factors. The average number of persons employed by the Optical and Specialty Materials reportable business segment during 2009 was 3,000.

Historically, the Optical and Specialty Materials reportable segment included the fine chemicals business. PPG sold the fine chemicals business in the fourth quarter of 2007. As such, the results of operations and cash flows of this business have been classified as discontinued operations in the consolidated financial statements under Item 8 of this Form 10-K. Refer to Note 1, Summary of Significant Accounting Policies under Item 8 for further information.

### ***Commodity Chemicals***



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PPG is a producer and supplier of basic chemicals. The Commodity Chemicals reportable segment produces chlor-alkali and derivative products including chlorine, caustic soda, vinyl chloride monomer, chlorinated solvents, calcium hypochlorite, ethylene dichloride, hydrochloric acid and phosgene derivatives. Most of these products are sold directly to manufacturing companies in the chemical processing, rubber and plastics, paper, minerals, metals and water treatment industries. PPG competes with six other major producers of chlor-alkali products, including The Dow Chemical Company, Formosa Plastics Corporation, U.S.A., Georgia Gulf Corporation, Olin Corporation, Occidental Chemical Corporation and Shintech. Price, product availability, product quality and customer service are the key competitive factors. The average number of persons employed by the Commodity Chemicals reportable business segment during 2009 was 2,000.

### *Glass*

PPG is a producer of flat glass in North America and a global producer of continuous-strand fiber glass. The Glass reportable business segment is comprised of the performance glazings and fiber glass businesses. PPG's major markets are commercial and residential construction and the wind energy, energy infrastructure, transportation and electronics industries. Most glass products are sold directly to manufacturing companies. PPG manufactures flat glass by the float process and fiber glass by the continuous-strand process.

The bases for competition in the Glass businesses are price, quality, technology and customer service. The Company competes with four major producers of flat glass including Asahi Glass Company, Cardinal Glass Industries, Guardian Industries and NSG Pilkington, and six major producers of fiber glass throughout the world, including Owens Corning-Vetrotex, Jushi Group, Johns

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Manville Corporation, CPIC Fiberglass, AGY and Taishan Fiberglass. The average number of persons employed by the Glass reportable business segment during 2009 was 3,100.

Historically, the Glass reportable segment included the automotive glass and services business. In September 2008, PPG completed a transaction by which it divested a majority interest in the automotive glass and services business. The results of this business through September 30, 2008 are reported as part of the Glass reportable segment in the consolidated financial statements under Item 8 of this Form 10-K. See Note 3, Divestiture of Automotive Glass and Services Business under Item 8 for additional information.

### ***Raw Materials and Energy***

The effective management of raw materials and energy is important to PPG's continued success. Our primary energy cost is natural gas used in our Commodity Chemicals and Glass businesses. In 2009, our natural gas costs continued to be volatile and on average decreased almost 33 percent in the U.S. compared to 2008 levels. The decrease can be linked to year-over-year weak consumption, favorable weather and inflated inventories.

During 2009, the benefit of lower coatings raw material costs totaled \$150 million globally, recovering a portion of the raw material cost increases that occurred over the prior three years of \$150 million in 2008, \$40 million in 2007 and \$75 million in 2006. Many of our coatings raw materials are petroleum based and changes in pricing for these raw materials traditionally lag oil price fluctuations by several months. Our costs are also dependent on global supply and demand for these materials, which can vary by geographic region. Sluggish global demand resulting from the economic recession combined with overcapacity and high inventory levels caused our raw material costs to decline in 2009, particularly in the first half of the year. During the fourth quarter of 2009, we experienced some cost increases as demand improved gradually and supplier inventories contracted.

The Company's most significant raw materials are titanium dioxide and epoxy and other resins in the Coatings businesses; lenses, sand and soda ash in the Optical and Specialty Materials businesses; brine and ethylene in the Commodity Chemicals business; and sand and soda ash in the Glass businesses. Energy is a significant production cost in the Commodity Chemicals and Glass businesses. Most of the raw materials and energy used in production are purchased from outside sources, and the Company has made, and plans to continue to make, supply arrangements to meet the planned operating requirements for the future. Supply of critical raw materials and energy is managed by establishing contracts, multiple sources, and identifying alternative materials or technology, whenever possible. The Company has aggressive sourcing initiatives underway to support its continuous efforts to find the lowest total material costs. These initiatives include reformulation of certain of our products using both petroleum derived and bio-based materials as part of a product renewal strategy. Another initiative is to qualify multiple sources of supply, including suppliers from Asia and other lower cost regions of the world.

We are subject to existing and evolving standards relating to the registration of chemicals that impact or could potentially impact the availability and viability of some of the raw materials we use in our production processes. Our ongoing global product stewardship efforts are directed at maintaining our compliance with these standards.

In December 2006, the European Union ( EU ) member states adopted a new comprehensive chemical management legislation known as REACH (Registration, Evaluation, and Authorization of Chemicals). REACH applies to all chemical substances manufactured or imported into the EU in quantities of one metric ton or more annually and will require the registration of approximately 30,000 chemical substances with the European Chemicals Agency. PPG met the requirements for pre-registration of such chemicals that ended on December 1, 2008. Additionally, REACH requires the registration of these substances, entailing the filing of extensive data on their potential risks to human health and the environment.

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Registration activities will occur in three phases over an 11-year period, based on tonnage and level of concern, with the first registration deadline set for December 1, 2010. Subsequent phases end in 2013 and 2018. In the case of chemicals with a high level of concern, the regulation calls for progressive substitution unless no alternative can be found; in these cases, authorization of the chemicals will be required.

PPG has established a dedicated organization to manage REACH implementation. We have continued review of our product portfolio, worked closely with our suppliers to assure their commitment to register substances in our key raw materials and begun preparation for registration of substances in PPG manufactured or imported raw materials. We will continue to work with our suppliers to understand the future availability and viability of the raw materials we use in our production processes.

Compliance with the REACH legislation will result in increased costs due to registration costs, product testing and reformulation, risk characterization and participation in Substance Information Exchange Forums ( SIEFs ) required to coordinate registration dossier preparation. PPG has identified a number of substances that may require 2010 registration and is engaged with other key companies through SIEFs to develop the required registration dossiers. The costs for 2013 and 2018 registrations and potential additional future testing in

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support of 2010 registrations are currently unclear; however, our preliminary estimate, in total, is in the range of \$30 million to \$45 million. We anticipate that some current raw materials and products will be subject to the REACH authorization process and believe that we will be able to demonstrate adequate risk management for the use and application of the majority of such substances.

The U.S. Environmental Protection Agency ( USEPA ) has formally withdrawn their previously- announced program called ChAMP (Chemical Assessment and Management Program). This program had been intended to address hazard and risk characterization of chemicals imported or manufactured in the U.S. in quantities above 25,000 pounds annually. Further, the USEPA announced that ChAMP will be superseded by a comprehensive approach to enhancing the Agency s current chemicals management program.

At this time, it is not possible to quantify the financial impact of these regulatory initiatives on PPG s businesses.

### ***Research and Development***

Technology innovation has been a hallmark of PPG s success throughout its history. Research and development costs, including depreciation of research facilities, were \$403 million, \$468 million and \$363 million during 2009, 2008 and 2007, respectively. These costs totaled approximately 3% of sales in each of these years, representing a level of expenditure that is expected to continue in 2010. PPG owns and operates several facilities to conduct research and development relating to new and improved products and processes. Additional process and product research and development work is also undertaken at many of the Company s manufacturing plants. As part of our ongoing efforts to manage our costs effectively, we operate a global competitive sourcing laboratory in China, have outsourcing arrangements with several laboratories and have been actively pursuing government funding of a small, but growing portion of the Company s research efforts. Because of the Company s broad array of products and customers, PPG is not materially dependent upon any single technology platform.

### ***Patents***

PPG considers patent protection to be important. The Company s reportable business segments are not materially dependent upon any single patent or group of related patents. PPG earned \$45 million in 2009, \$52 million in 2008 and \$48 million in 2007 from royalties and the sale of technical know-how.

### ***Backlog***

In general, PPG does not manufacture its products against a backlog of orders. Production and inventory levels are geared primarily to projections of future demand and the level of incoming orders.

### ***Non-U.S. Operations***

PPG has a significant investment in non-U.S. operations, and as a result we are subject to certain inherent risks, including economic and political conditions in international markets and fluctuations in foreign currency exchange rates. While approximately 75% of sales and operating income is generated by products sold in the United States, Canada and Western Europe, our remaining sales and operating income are generated in developing regions, such as Asia, Eastern Europe and Latin America.

*Employee Relations*

The average number of persons employed worldwide by PPG during 2009 was 39,900. The Company has numerous collective bargaining agreements throughout the world. While we have experienced occasional work stoppages as a result of the collective bargaining process and may experience some work stoppages in the future, we believe we will be able to negotiate all labor agreements on satisfactory terms. To date, these work stoppages have not had a significant impact on PPG's operating results. Overall, the Company believes it has good relationships with its employees.

*Environmental Matters*

PPG is subject to existing and evolving standards relating to protection of the environment. Capital expenditures for environmental control projects were \$27 million, \$15 million and \$16 million in 2009, 2008 and 2007, respectively. It is expected that expenditures for such projects in 2010 will be in the range of \$20-\$25 million. Although future capital expenditures are difficult to estimate accurately because of constantly changing regulatory standards and policies, it can be anticipated that environmental control standards will become increasingly stringent and the cost of compliance will increase.

PPG completed the conversion of its Lake Charles, La., mercury cell chlor-alkali unit to membrane cell technology in 2007. PPG currently operates one remaining mercury cell production unit located in Natrium, W.Va. This unit constitutes approximately 4% of PPG's total chlor-alkali production capacity.

PPG is negotiating with various government agencies concerning 104 current and former manufacturing sites and offsite waste disposal locations, including 22 sites on the National Priority List. While PPG is not generally a major contributor of wastes to these offsite waste disposal locations, each potentially responsible party may face governmental agency assertions of joint and several liability. Generally, however, a final allocation of costs is made based on relative contributions of wastes to the site. There is a wide range of cost estimates for cleanup of these sites, due largely to uncertainties as to the nature and extent of their condition and the methods that may have to be employed for their remediation. The Company

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has established reserves for onsite and offsite remediation of those sites where it is probable that a liability has been incurred and the amount can be reasonably estimated. As of December 31, 2009 and 2008, PPG had reserves for environmental contingencies totaling \$287 million and \$299 million, respectively, of which \$59 million and \$44 million, respectively, were classified as current liabilities. Pretax charges against income for environmental remediation costs in 2009, 2008 and 2007 totaled \$11 million, \$15 million and \$12 million, respectively. Cash outlays related to such environmental remediation aggregated \$24 million, \$24 million and \$19 million in 2009, 2008 and 2007, respectively. As part of the allocation of the SigmaKalon purchase price to the assets acquired and liabilities assumed, the reserve for environmental contingencies was increased by \$37 million in 2008. The impact of foreign currency translation increased the liability by \$1 million in 2009 and decreased the liability by \$5 million in 2008. Environmental remediation of a former chromium manufacturing plant site and associated sites in Jersey City, N.J., represents the major part of our existing reserves. Included in the amounts mentioned above were \$188 million and \$193 million in reserves at December 31, 2009 and 2008, respectively, associated with all New Jersey chromium sites.

The Company's experience to date regarding environmental matters leads PPG to believe that it will have continuing expenditures for compliance with provisions regulating the protection of the environment and for present and future remediation efforts at waste and plant sites. Management anticipates that such expenditures will occur over an extended period of time.

Our continuing efforts to analyze and assess the environmental issues associated with a former chromium manufacturing plant site located in Jersey City, N.J., and the Calcasieu River Estuary located near our Lake Charles, La. chlor-alkali plant resulted in a pre-tax charge of \$173 million in the third quarter of 2006 for the estimated costs of remediating these sites. These charges for estimated environmental remediation costs in 2006 were significantly higher than PPG's historical range. Excluding 2006, pre-tax charges against income have ranged between \$10 million and \$49 million per year for the past 15 years. We anticipate that charges against income in 2010 for environmental remediation costs will be within this historical range.

In management's opinion, the Company operates in an environmentally sound manner, is well positioned, relative to environmental matters, within the industries in which it operates, and the outcome of these environmental contingencies will not have a material adverse effect on PPG's financial position or liquidity; however, any such outcome may be material to the results of operations of any particular period in which costs, if any, are recognized. See Note 16, Commitments and Contingent Liabilities, under Item 8 of this Form 10-K for additional information related to environmental matters.

Public and governmental concerns related to climate change continue to grow, leading to efforts to limit the greenhouse gas ( GHG ) emissions believed to be responsible. These concerns were reflected in the 2005 framework for GHG reduction under the Kyoto Protocol to the United Nations Framework Convention on Climate Change ( UNFCCC ). The Kyoto Protocol was adopted by many countries where PPG operates, including the European Union and Canada, though not in the U.S. The European Union implemented a cap and trade approach with a mandatory emissions trading scheme for GHGs. In December 2007, delegates to the UNFCCC reached agreement on development of a plan for the second phase of Kyoto, which culminated in the Copenhagen Accord in December 2009. The Copenhagen Accord requires Annex I Parties (economically developed countries) to further strengthen the emission reductions initiated by the Kyoto Protocol by submitting economy-wide emission targets for 2020. PPG has operations in many of these countries. However, there are indications that some influential Annex 1 and Non-Annex 1 countries may decide to reduce their emission targets or forego signing the Accord thereby putting the future of the entire Climate Change Convention into question.

A substantial portion of PPG's GHG emissions are generated by locations in the U.S., where considerable legislative and regulatory activity has taken place during 2009. As a result of a U.S. Supreme Court ruling in April 2007 declaring that GHGs are air pollutants covered by the Clean Air Act, the USEPA proposed and later finalized in December 2009 an Endangerment Finding that GHG emissions threaten public health and welfare of current and future generations. Based on the Endangerment Finding, the USEPA proposed new, tailored thresholds for GHG emissions that define when Clean Air Act New Source Review and title V operating permit programs would be required for new or existing industrial facilities. As proposed, the rules would impose new permit requirements on PPG facilities emitting more than 25,000 tons of GHGs

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per year. The U.S. federal government has committed to a 17% economy-wide emission reduction target below 2005 levels by 2020. The potential impact of these proposed regulations on PPG will not be known until they are finalized.

PPG is a member of the U.S.-based Climate Registry, an organization that sets standards to calculate, verify and publicly report greenhouse gas emissions into a single registry. The Registry assists in verification of current and future PPG GHG reduction achievements in preparation for potential imposition in the U.S. of GHG reduction goals. PPG is also a member of the USEPA's Climate Leaders program, which works with companies to develop comprehensive climate-change strategies. In addition,

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PPG has been recognized by the Climate Disclosure Project as a leader in emissions disclosure and reduction.

Energy prices and supply continue to be a concern for major energy users. Since PPG's GHG emissions arise principally from combustion of fossil fuels, PPG has for some time recognized the desirability of reducing energy consumption and GHG generation. We committed under the Business Roundtable's Climate RESOLVE program to reduce our GHG intensity (GHGs produced per million dollars of revenue) by 18% between 2002 and 2012. PPG achieved this target in 2006, six years ahead of schedule. Additionally, in 2007 PPG announced new corporate targets, namely (i) a reduction in energy intensity by 25% from 2006 to 2016 and (ii) a 10% absolute reduction in GHG emissions from 2006 to 2011. PPG has joined the U.S. Department of Energy Save Energy Now LEADER Program reinforcing the company's voluntary efforts to significantly reduce its industrial energy intensity. Recognizing the continuing importance of this matter, PPG has a senior management group with a mandate to guide the Company's progress in this area.

PPG's public disclosure on energy security and climate change can be viewed in our Sustainability Report <http://corporateportal.ppg.com/ppg/csr> or at the Carbon Disclosure Project [www.cdproject.net](http://www.cdproject.net).

### ***Available Information***

The Company's website address is [www.ppg.com](http://www.ppg.com). The Company posts, and shareholders may access without charge, the Company's recent filings and any amendments thereto of its annual reports on Form 10-K, quarterly reports on Form 10-Q and its proxy statements as soon as reasonably practicable after such reports are filed with the Securities and Exchange Commission (SEC). The Company also posts all financial press releases and earnings releases to its website. All other reports filed or furnished to the SEC, including reports on Form 8-K, are available via direct link on PPG's website to the SEC's website, [www.sec.gov](http://www.sec.gov). Reference to the Company's and SEC's websites herein does not incorporate by reference any information contained on those websites and such information should not be considered part of this Form 10-K.

### **Item 1A. Risk Factors**

As a global manufacturer of coatings, glass and chemicals products, we operate in a business environment that includes risks. These risks are not unlike the risks we have faced in the recent past. Each of the risks described in this section could adversely affect our operating results, financial position and liquidity. While the factors listed here are considered to be the more significant factors, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles which may adversely affect our business.

#### ***The global recession and credit crisis could continue to have negative impact on our results of operations and cash flows.***

During the fourth quarter of 2008, the demand for many of our products in Europe, Asia and Latin America declined significantly as the impact of the recession, which had impacted demand throughout 2008 in the U.S. and U.K. economies, spread globally. Many global industrial end-markets remained depressed for most of 2009. The impact of the recession was felt by all of our businesses but most noticeably by those businesses serving the automotive original equipment, construction, housing and general industrial markets. Entering 2010, the global economic outlook reflects expectations of gradual year-over-year improvement in many industrial sectors, but the breadth and pace of the recovery is uncertain. Anticipation is for growth to continue in most Asian economies driven by these global demand improvements. Modest recovery is expected to continue in the North American economy, with some offsets due to later economic cycle sectors such as commercial construction, which is projected to continue to decline. The recovery rate of the European economy is expected to lag both Asia and North America. A source of concern is the anticipation that various government stimulus programs will gradually be removed without a consensus conviction that consumer spending in these countries will provide an offset to support the recovery. Continued weakness in the global economy would be expected to result in lower demand for many of our products and increase our exposure to credit risk from customers in the industries most



impacted by the weak economy. How strongly the rebound of the global economy takes hold or if the signs of recovery will last is not known.

*Increases in prices and declines in the availability of raw materials could negatively impact our financial results.*

Our operating results are significantly affected by the cost of raw materials and energy, including natural gas. Changes in natural gas prices have a significant impact on the operating performance of our Commodity Chemicals and Glass businesses. Each one-dollar change in our unit cost of natural gas per million British Thermal Units ( mmbtu ) has a direct impact of approximately \$60 million to \$70 million on our annual operating costs. In 2009, our natural gas costs on average decreased almost 33% in the U.S. compared to 2008 levels. Year-over-year coatings raw material costs declined by approximately \$150 million in 2009 following a rise of approximately \$150 million in 2008. This increase in costs, which was partially linked to increased oil prices, occurred in all regions of the world, with the most significant impact in the U.S. Whether oil prices and our raw material costs will increase in 2010 is not known.

We also import raw materials, particularly for use at our manufacturing facilities in the emerging regions of the world. In most cases, those imports are priced in the

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currency of the supplier and, therefore, our margins are at risk of being lowered if those foreign currencies strengthen against the local currencies of our manufacturing facilities.

Additionally, certain raw materials are critical to our production processes. These include titanium dioxide and epoxy and other resins in the Coatings businesses; lenses, photochromic dye, sand and soda ash in the Optical and Specialty Materials businesses; brine and ethylene in the Commodity Chemicals business; and sand and soda ash in the Glass businesses. We have made, and plan to continue to make, supply arrangements to meet the planned operating requirements for the future. However, an inability to obtain these critical raw materials would adversely impact our ability to produce products.

### *We experience substantial competition from certain low-cost regions.*

Growing competition from companies in certain regions of the world, including Asia, Eastern Europe and Latin America, where energy and labor costs are lower than those in the U.S., could result in lower selling prices or reduced demand for some of our glass and fiber glass products.

### *We are subject to existing and evolving standards relating to the protection of the environment.*

We have accrued \$287 million for estimated environmental remediation costs that are probable at December 31, 2009. Our assessment of the potential impact of these environmental contingencies is subject to considerable uncertainty due to the complex, ongoing and evolving process of investigation and remediation, if necessary, of such environmental contingencies, and the potential for technological and regulatory developments. As such, in addition to the amounts currently reserved, we may be subject to loss contingencies related to environmental matters estimated to be as much as \$200 million to \$300 million. Such unreserved losses are reasonably possible but are not currently considered to be probable of occurrence.

### *We are involved in a number of lawsuits and claims, both actual and potential, in which substantial monetary damages are sought.*

The results of any future litigation or settlement of such lawsuits and claims are inherently unpredictable, but such outcomes could be adverse and material in amount.

### *For over 30 years, we have been a defendant in lawsuits involving claims alleging personal injury from exposure to asbestos.*

Most of our potential exposure relates to allegations by plaintiffs that PPG should be liable for injuries involving asbestos containing thermal insulation products manufactured by Pittsburgh Corning Corporation ( PC ). PPG is a 50% shareholder of PC. Although we have entered into a settlement arrangement with several parties concerning these asbestos claims as discussed in Note 16, Commitments and Contingent Liabilities, under Item 8 of this Form 10-K, the arrangement remains subject to court proceedings and, if not approved, the outcome could be material to the results of operations of any particular period.

### *Our products are subject to existing and evolving regulations.*

Regulations concerning the composition and use of chemical products continue to evolve. Developments concerning these regulations could potentially impact (i) the availability or viability of some of the raw materials we use in our product formulations and/or (ii) our ability to supply certain products to some customers or markets.

*Our international operations expose us to additional risks and uncertainties that could affect our financial results.*

Because we are a global company, our results are subject to certain inherent risks, including economic and political conditions in international markets and fluctuations in foreign currency exchange rates. While approximately 75% of sales and operating income in 2009 was generated by products sold in the United States, Canada and Western Europe, our remaining sales and operating income are generated in developing regions, such as Asia, Eastern Europe and Latin America.

*As a producer of chemicals, we manufacture and transport certain materials that are inherently hazardous due to their toxic nature.*

We have significant experience in handling these materials and take precautions to handle and transport them in a safe manner. However, these materials, if mishandled or released into the environment, could cause substantial property damage or personal injuries resulting in significant legal claims against us. In addition, evolving regulations concerning the security of chemical production facilities and the transportation of hazardous chemicals could result in increased future capital or operating costs.

*We sell products to global and regional automotive original equipment manufacturers and their suppliers.*

The economic downturn caused declines in global production of automobiles and light trucks, which adversely impacted our sales volumes. While the automotive market experienced higher and more consistent production and sales levels in the second half of 2009, the overall market still remained at a very low activity level.

The North American automotive industry continues to experience structural change, including the loss of U.S. market share by General Motors and Chrysler. During 2009, both companies emerged from bankruptcy with the assistance of equity infusions by the U.S. government. These developments have mitigated any potential credit exposure we may face. However, we remain focused on the continual management of automotive customer credit risk as further deterioration of market conditions could

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cause additional liquidity problems, potentially resulting in the write-off of amounts due from these customers and cost impacts of changing suppliers.

Additionally, the same economic conditions that are impacting our continuing businesses that serve the automotive original equipment manufacturer ( OEM ) market are affecting the divested automotive glass and services business, in which PPG maintains an approximate 40 percent interest.

*Business disruptions could have a negative impact on our results of operations and financial condition.*

Unexpected events, including supply disruptions, temporary plant and/or power outages, natural disasters and severe weather events, fires, war or terrorist activities, could increase the cost of doing business or otherwise harm the operations of PPG, our customers and our suppliers. It is not possible for us to predict the occurrence or consequence of any such events. However, such events could reduce demand for our products or make it difficult or impossible for us to receive raw materials from suppliers or to deliver products to customers.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

The Company’s corporate headquarters is located in Pittsburgh, Pa. The Company’s manufacturing facilities, sales offices, research and development centers and distribution centers are located throughout the world. The Company operates 121 manufacturing facilities in 41 countries. The Company’s principal manufacturing and distribution facilities are as follows:

Performance Coatings:	Clayton, Australia; Delaware, Ohio; Dover, Del.; Huntsville, Ala.; Kunshan, China; Stowmarket, United Kingdom; Sylmar, Calif.; about 400 company-owned stores in the United States and about 50 company-owned stores in Australia
Industrial Coatings:	Cieszyn, Poland; Cleveland, Ohio; Oak Creek, Wis.; Tianjin, China; Quattordio, Italy; San Juan del Rio, Mexico and Busan, South Korea
Architectural Coatings EMEA:	Ruitz, France; Budapest, Hungary; Amsterdam, Netherlands; Wroclaw, Poland; Birstall, United Kingdom and about 560 company-owned stores, including 175 stores each in France and the United Kingdom
Optical and Specialty Materials:	Barberton, Ohio; Bangkok, Thailand; Lake Charles, La.; and Manila, Philippines
Commodity Chemicals:	Lake Charles, La. and Natrium, W. Va.
Glass:	Carlisle, Pa.; Hoogezand, Netherlands; Shelby, N.C. and Wichita Falls, Texas

Including the principal manufacturing facilities noted above, the Company has manufacturing facilities in the following geographic areas:

United States:	35 manufacturing facilities in 21 states.
Other Americas:	10 manufacturing facilities in 6 countries.
EMEA:	51 manufacturing facilities in 25 countries.
Asia:	25 manufacturing facilities in 9 countries.

The Company's principal research and development centers are located in Allison Park, Pa.; Harmarville, Pa.; and Monroeville, Pa.

The Company's headquarters and company-owned paint stores are located in facilities that are leased while the Company's other facilities are generally owned. Our facilities are considered to be suitable and adequate for the purposes for which they are intended and overall have sufficient capacity to conduct business in the upcoming year.

### **Item 3. Legal Proceedings**

PPG is involved in a number of lawsuits and claims, both actual and potential, including some that it has asserted against others, in which substantial monetary damages are sought. These lawsuits and claims, the most significant of which are described below, relate to contract, patent, environmental, product liability, antitrust and other matters arising out of the conduct of PPG's current and past business activities. To the extent that these lawsuits and claims involve personal injury and property damage, PPG believes it has adequate insurance; however, certain of PPG's insurers are contesting coverage with respect to some of these claims, and other insurers, as they had prior to the asbestos settlement described below, may contest coverage with respect to some of the asbestos claims if the settlement is not implemented. PPG's lawsuits and claims against others include claims against insurers and other third parties with respect to actual and contingent losses related to environmental, asbestos and other matters.

The result of any future litigation of such lawsuits and claims is inherently unpredictable. However, management believes that, in the aggregate, the outcome of all lawsuits and claims involving PPG, including asbestos-related claims in the event the settlement described below does not become effective, will not have a material effect on PPG's consolidated financial position or liquidity; however, such outcome may be material to the results of operations of any particular period in which costs, if any, are recognized.

For over 30 years, PPG has been a defendant in lawsuits involving claims alleging personal injury from exposure to asbestos. For a description of asbestos litigation affecting the Company and the terms and status of the proposed asbestos settlement arrangement, see Note 16, Commitments and Contingent Liabilities under Item 8 of this Form 10-K.

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Over the past several years, the Company and others have been named as defendants in several cases in various jurisdictions claiming damages related to exposure to lead and remediation of lead-based coatings applications. PPG has been dismissed as a defendant from most of these lawsuits and has never been found liable in any of these cases.

A Notice of Intent ( NOI ) to file a Citizen Suit under the federal Clean Water Act has been received by PPG from the West Virginia Rivers Coalition and Oceana. The NOI alleges that PPG exceeded permitted discharge limits at its Natrium, West Virginia plant. The West Virginia Department of Environmental Protection filed suit in State Court for the permit exceedances covered by the NOI and informed PPG that it intended to seek a civil penalty. Prior to the expiration of the 60-day notice period, a lawsuit was filed in state court by the West Virginia Department of Environmental Protection ( WVDEP ) for the same alleged violations described in the Citizen Suit NOI, blocking the Citizen Suit for the time being. PPG is in the process of negotiating with WVDEP in an attempt to settle this matter. In PPG's experience, resolution of matters such as these is difficult to predict.

PPG has received a Consolidated Compliance Order and Notice of Proposed Penalty ( CO/NOPP ) from the Louisiana Department of Environmental Quality ( DEQ ) alleging violation of various requirements of its Lake Charles, La. facility's air permit based largely upon permit deviations self-reported by PPG. The CO/NOPP did not contain a proposed civil penalty. PPG filed a request for hearing and has engaged DEQ in settlement discussions. In PPG's experience, resolution of such matters is difficult to predict.

### **Item 4. Submission of Matters to a Vote of Security Holders**

None.

### **Executive Officers of the Company**

Set forth below is information related to the Company's executive officers as of February 18, 2010.

<i>Name</i>	<i>Age</i>	<i>Title</i>
Charles E. Bunch (a)	60	Chairman of the Board and Chief Executive Officer since July 2005
James C. Diggs (b)	61	Senior Vice President and General Counsel since July 1997
Robert J. Dellinger (c)	49	Senior Vice President, Finance and Chief Financial Officer since October 2009
J. Rich Alexander (d)	54	Senior Vice President, Performance Coatings since May 2005
Pierre-Marie De Leener (e)	52	Senior Vice President, Architectural Coatings, Europe, Middle East and Africa since January 2008 and President, PPG Europe since July 2008
Richard C. Elias (f)	56	Senior Vice President, Optical and Specialty Materials since July 2008
Victoria M. Holt (g)	52	Senior Vice President, Glass and Fiber Glass since May 2005
Michael H. McGarry (h)	51	Senior Vice President, Commodity Chemicals since July 2008
William A. Wulfsohn (i)	47	Senior Vice President, Industrial Coatings since May 2005
<i>(a) Mr. Bunch held the position of President and Chief Operating Officer from July 2002 until July 2005.</i>		
<i>(b) Mr. Diggs also held the position of Secretary from September 2004 through July 16, 2009.</i>		
<i>(c) Mr. Dellinger held the position of Senior Vice President, Finance and Chief Financial Officer Designate from September 2009 through October 2009. Prior to joining PPG, he held the position of Executive Vice President and Chief Financial Officer from October 2005 to September 2008 at Delphi Corporation and Executive Vice President and Chief Financial Officer from June 2002 through September 2005 at Sprint Corporation.</i>		
<i>(d) Mr. Alexander held the position of Vice President, Industrial Coatings from July 2002 until April 2005.</i>		
<i>(e) Mr. De Leener was appointed to Senior Vice President, Architectural Coatings, Europe, Middle East and Africa upon PPG's acquisition of SigmaKalon Group on January 2, 2008. He previously served as Chief Executive Officer of SigmaKalon Group from 1999 until January 2008.</i>		
<i>(f) Mr. Elias held the position of Vice President, Optical Products from April 2000 until June 2008.</i>		
<i>(g) Ms. Holt held the position of Vice President, Fiber Glass from February 2003 until April 2005.</i>		

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- (h) *Mr. McGarry held the positions of Vice President, Coatings, Europe and Managing Director, PPG Europe from July 2006 through June 2008; and the position of Vice President, Chlor-Alkali and Derivatives from March 2004 through June 2006.*
- (i) *Mr. Wulfsohn also held the position of Managing Director, PPG Europe from May 2005 until June 2006; and the position of Vice President, Coatings, Europe, and Managing Director, PPG Europe from February 2003 until April 2005.*

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**Table of Contents****Part II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The information required by Item 5 regarding market information, including stock exchange listings and quarterly stock market prices, dividends and holders of common stock is included in Exhibit 13.1 filed with this Form 10-K and is incorporated herein by reference. This information is also included in the PPG Shareholder Information on page 81 of the Annual Report to shareholders.

Directors who are not also officers of the Company receive common stock equivalents pursuant to the PPG Industries, Inc., Deferred Compensation Plan for Directors ( PPG Deferred Compensation Plan for Directors ). Common stock equivalents are hypothetical shares of common stock having a value on any given date equal to the value of a share of common stock. Common stock equivalents earn dividend equivalents that are converted into additional common stock equivalents but carry no voting rights or other rights afforded to a holder of common stock. The common stock equivalents credited to directors under this plan are exempt from registration under Section 4(2) of the Securities Act of 1933 as private offerings made only to directors of the Company in accordance with the provisions of the plan.

Under the PPG Deferred Compensation Plan for Directors, each director may elect to defer the receipt of all or any portion of the compensation paid to such director for serving as a PPG director. All deferred payments are held in the form of common stock equivalents. Payments out of the deferred accounts are made in the form of common stock of the Company (and cash as to any fractional common stock equivalent). The directors, as a group, were credited with 22,103; 9,751; and 9,742 common stock equivalents in 2009, 2008 and 2007, respectively, under this plan. The values of the common stock equivalents, when credited, ranged from \$34.34 to \$58.51 in 2009, \$43.89 to \$67.77 in 2008 and \$68.71 to \$75.50 in 2007.

***Issuer Purchases of Equity Securities***

The following table summarizes the Company's stock repurchase activity for the three months ended December 31, 2009:

<i>Month</i>	<i>Total Number of Shares Purchased</i>	<i>Average Price Paid per Share</i>	<i>Total</i>	
			<i>as Part of Publicly Announced Programs<sup>(1)</sup></i>	<i>Maximum Number of Shares that May Yet Be Purchased Under the Programs<sup>(2)</sup></i>
October 2009				
Repurchase program		\$		3,850,009
November 2009				
Repurchase program				3,850,009
December 2009				
Repurchase programs	1,500,000	39.53	1,500,000	7,350,009
<i>Total quarter ended</i>				



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December 31, 2009

<b>Repurchase programs</b>	1,500,000	\$	39.53	1,500,000	7,350,009
<p>(1) These shares were repurchased under a 10 million share repurchase program approved by PPG's Board of Directors in October 2005. This program does not have an expiration date.</p> <p>(2) In December 2009, the Board of Directors authorized the repurchase of an additional 5 million shares of outstanding stock. This program does not have an expiration date.</p>					

### Equity Compensation Plan Information

The equity compensation plan documents described in the footnotes below are included as Exhibits to this Form 10-K, and are incorporated herein by reference in their entirety. The following table provides information as of December 31, 2009 regarding the number of shares of PPG common stock that may be issued under PPG's equity compensation plans. For additional information on the Company's equity compensation program, see Note 21, Stock-Based Compensation, under Item 8 of this Form 10-K.

	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights</i>		<i>Weighted-average exercise price of outstanding options, warrants and rights</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</i>
<i>Plan category</i>	<i>(a)</i>		<i>(b)</i>	<i>(c)</i>
Equity compensation plans approved by security holders <sup>(1)</sup>	<b>8,850,408</b>		<b>\$57.51</b>	<b>6,205,472</b>
Equity compensation plans not approved by security holders <sup>(2)</sup>				
<b>Total</b>	<b>8,850,408</b>		<b>\$57.51</b>	<b>6,205,472</b>

(1) Equity compensation plans approved by security holders include the PPG Industries, Inc., Stock Plan, the PPG Industries, Inc., Omnibus Incentive Plan, the PPG Industries, Inc., Executive Officers Long Term Incentive Plan and the PPG Industries Inc., Long Term Incentive Plan.

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(2) *Excluded from the information presented here are common stock equivalents held under the PPG Industries, Inc., Deferred Compensation Plan and the PPG Industries, Inc., Deferred Compensation Plan for Directors, neither of which are equity compensation plans. As supplemental information, there were 548,816 common stock equivalents held under such plans as of December 31, 2009.*

### **Item 6. Selected Financial Data**

The information required by Item 6 regarding the selected financial data for the five years ended December 31, 2009 is included in Exhibit 13.2 filed with this Form 10-K and is incorporated herein by reference. This information is also reported in the Five-Year Digest on page 80 of the Annual Report to shareholders.

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

#### **Performance in 2009 compared with 2008**

##### *Performance Overview*

Our sales in 2009 totaled \$12.2 billion compared to \$15.8 billion in 2008. The sales decrease totaled 23%. Sales decreased 13% due to lower sales volumes in all reportable segments reflecting the adverse impact of the global recession on demand, 4% due to weaker foreign currency, 5% due to the absence of sales from the divested automotive glass and services business and 1% due to lower selling prices.

Cost of sales, exclusive of depreciation and amortization, decreased by \$2,616 million in 2009 to \$7,539 million compared to \$10,155 million in 2008. Cost of sales as a percentage of sales was 61.6% in 2009 compared to 64.1% in 2008. Cost of sales in 2008 includes \$94 million for the flow through cost of sales of the step up to fair value of acquired inventory. The reduction in cost of sales as a percentage of sales was due to our higher margin coatings businesses being a larger portion of our total 2009 results, favorable manufacturing cost efficiency and favorable price net of inflation.

Selling, general and administrative expenses decreased by \$496 million in 2009 compared to 2008 due to lower sales volumes, specific overhead cost reduction actions taken in response to the decline in the global economy, the impact of foreign currency translation and the absence of the 2008 charge of \$19 million for special termination benefits and a pension curtailment loss relating to the sale of the automotive glass and services business.

Depreciation expense decreased by \$74 million in 2009 due to the impact of foreign currency translation, our restructuring actions and the divestiture of the automotive glass and services business. Research and development costs decreased by \$63 million in 2009 largely due to cost reduction efforts and the impact of foreign currency translation. Interest expense decreased by \$61 million in 2009, reflective of the lower debt balances and lower interest rates in 2009.

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During the first quarter of 2009, the Company finalized a restructuring plan that is focused on further reducing PPG's global cost structure. The Company recorded a charge of \$186 million for the cost of this restructuring. During the third quarter of 2008, the Company finalized a restructuring plan that is part of implementing PPG's global transformation strategy and the integration of its acquisition of SigmaKalon. The Company recorded a charge of \$163 million for the cost of this restructuring.

Other earnings increased by \$13 million in 2009 due primarily to the impact of gains on non-operating asset sales.

The effective tax rate on pretax earnings in 2009 was 31.0% compared to 31.3% in 2008. The 2009 rate includes a tax benefit of \$2 million related to audit settlements. The 2009 rate also includes a tax benefit of 24.5% related to the business restructuring charge and a tax benefit of 38.5% related to the adjustment to increase the current value of the Company's obligation relating to asbestos claims under the proposed asbestos settlement, as discussed in Note 16, "Commitments and Contingent Liabilities" under Item 8 of this Form 10-K. The tax rate was approximately 30% on the remaining pretax earnings in 2009.

The 2008 rate includes a tax benefit of \$14 million related to the settlement with the Internal Revenue Service of our U.S. tax returns for tax years 2004, 2005 and 2006. The 2008 rate also includes a total net tax benefit of 26.5% on costs related to the acquisition of SigmaKalon, the charges for the catch-up of depreciation expense and the impact of benefit changes related to the divestiture of the automotive glass and services business, the business restructuring charge, the adjustment to increase the current value of the Company's obligation under the proposed asbestos settlement and the gain on divestiture of the automotive glass and services business. The tax rate was approximately 31% on the remaining pretax earnings in 2008.

Net income (attributable to PPG) and earnings per share assuming dilution (attributable to PPG) for 2009 and 2008 are summarized below:

*(Millions, except per share amounts)*  
*Year ended December 31, 2009*

	<i>Net Income</i>	
	<i>\$</i>	<i>EPS</i>
Net income (attributable to PPG)	\$ 336	\$ 2.03
Net income (attributable to PPG) includes:		
Charges related to:		
Business restructuring	141	0.86
Asbestos settlement (net)	8	0.05

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(Millions, except per share amounts)  
Year ended December 31, 2008

	Net Income	
	\$	EPS
Net income (attributable to PPG)	\$ 538	\$ 3.25
Net income (attributable to PPG) includes:		
Charges related to:		
Business restructuring	110	0.67
Asbestos settlement - net <sup>(1)</sup>	2	0.01
Acquisition-related costs <sup>(2)</sup>	89	0.54
Depreciation catch-up <sup>(3)</sup>	11	0.07
Divestiture related benefit costs <sup>(4)</sup>	12	0.07
Gain on divestiture of automotive glass and services business	(3)	(0.02)

(1) Net increase in the current value of the Company's obligation relating to asbestos claims under the proposed asbestos settlement.

(2) Costs related to SigmaKalon acquisition, including \$66 million aftertax for the flow-through cost of sales of the step up to fair value of acquired inventory and \$23 million aftertax for the write-off of in-process research and development.

(3) Represents the catch-up of depreciation expense, which was suspended when the automotive glass and services business was classified previously as a discontinued operation.

(4) Represents special termination benefits and a pension curtailment loss relating to the impact of benefit changes, including accelerated vesting, negotiated as part of the sale of the automotive glass and services business.

**Results of Reportable Business Segments**

(Millions)	Net sales		Segment income (loss)	
	2009	2008	2009	2008
Performance Coatings	\$ 4,095	\$ 4,716	\$ 551	\$ 582
Industrial Coatings	3,068	3,999	159	212
Architectural Coatings - EMEA	1,952	2,249	128	141
Optical and Specialty Materials	1,002	1,134	235	244
Commodity Chemicals	1,273	1,837	152	340
Glass	849	1,914	(39)	70

Performance Coatings sales decreased \$621 million or 13% in 2009. Sales declined 13% as a result of lower sales volumes, particularly in the automotive refinish business and architectural coatings - Americas and Asia/Pacific businesses. The volume decline in automotive refinish was most pronounced in the U.S. and Europe, while the decline in architectural coatings was mainly in the U.S. and Latin America. Weaker foreign currency also reduced sales by 3%. Sales increased 3% due to improved pricing. Segment income in 2009 decreased \$31 million, including a decline of \$24 million due to currency. The earnings impact of lower sales volume was largely offset by favorable pricing and lower overhead, manufacturing and input costs.

Industrial Coatings sales decreased \$931 million or 23% in 2009. Sales decreased 21% due to lower sales volumes, most notably in the automotive and industrial businesses, reflecting the severe decline in demand resulting from the global recession. Volume declines in the segment occurred in all major regions. Sales also declined 3% due to the negative impact of foreign currency translation. Sales increased 1% due to increased selling prices. Segment income declined \$53 million in 2009. The decline in earnings due to lower volumes was about \$320 million. Factors increasing segment income were lower overhead, manufacturing and input costs and improved selling prices.

Architectural Coatings - EMEA sales decreased \$297 million or 13% in 2009. Sales decreased 9% due to the negative impact of foreign currency translation and 7% from lower sales volumes. Sales increased 3% due to increased selling prices. Segment income decreased \$13 million in 2009, including \$19 million due to currency. The earnings impact of lower sales volumes and inflation were more than offset by lower

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overhead costs and higher selling prices and other income.

Optical and Specialty Materials sales decreased \$132 million or 12% in 2009. Sales decreased 10% due to volume, in part reflecting strong 2008 volumes associated with the launch of Transitions Optical's next generation lens product in North America. Volumes were also lower in the silicas business as a result of the slowdown in the automotive OEM market. Sales declined 2% due to the negative impact of foreign currency translation. Segment income decreased \$9 million in 2009. The decrease in segment income was primarily the result of lower sales volumes, which was partially offset by lower manufacturing and overhead costs.

Commodity Chemicals sales decreased \$564 million or 31% in 2009. Sales declined 21% due to lower selling prices, 9% due to lower sales volumes and 1% due to currency. Segment income decreased \$188 million in 2009 due to the negative impact of lower selling prices and volumes. Factors that contributed to offsetting some of the earnings decline were lower input costs, particularly energy, lower overhead costs and higher other income.

Glass sales decreased \$1,065 million or 56% in 2009. About \$725 million of the sales decrease was due to the divestiture of a majority interest in the automotive glass and services business, which was completed in September 2008. The remaining decrease in sales was due mainly to lower sales volumes in the performance glazings and fiber glass businesses, reflecting reduced construction and general industrial demand and, to a lesser extent, weaker foreign currency and lower selling prices. Segment income decreased \$109 million in 2009, with \$16 million

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## Management's Discussion and Analysis

due to the absence of earnings from the divested automotive glass and services business. The remaining decline in segment earnings was due to the negative impact of lower sales volumes and lower selling prices. Lower overhead, manufacturing and input costs positively impacted segment income.

### *Outlook*

In 2009, the global economy was mired in a severe recession which began during 2008. The severity of the recession prompted intervention by many governments to introduce a variety of stimulus measures to stabilize economies and various industries or sectors, including the banking sector due to intense global liquidity concerns. Global industrial end-markets experienced rapid declines in the fourth quarter of 2008, and many of these markets remained depressed throughout 2009. In addition, in late 2008 and early 2009, many industries destocked inventory levels which further reduced manufacturing demand. In the latter half of 2009, the majority of this inventory destocking was completed, and some end-markets began to experience gradual demand improvements from what were extremely low levels in comparison with recent history. In recognition of the global economic slowdown, prices of energy and many related commodities dramatically declined in late 2008 and early 2009, from what were, in many cases, historically high price levels directly preceding the recession.

The North American economy began 2009 at very low activity levels, with some industries, such as automotive OEM, down 40-50 percent versus the prior year level. As a result, the U.S. automotive industry experienced a significant retrenchment early in the year, and two major auto companies emerged from bankruptcy with the help of extensive government financial aid. In the second half of 2009, the automotive market experienced higher and more consistent production and sales levels, although the overall market still remained at a very low activity level. Construction markets continued to weaken as residential construction experienced a third consecutive year of slower demand, and commercial construction, which grew in 2008, declined swiftly in 2009. This overall declining economic environment resulted in a continued upward shift of the U.S. unemployment rate and further declines in consumer confidence levels. Toward the end of the year, some sectors began to experience a gradual recovery in demand but still remained at levels well below those of 2008 or 2007.

The European economy in 2009 experienced similar industrial inventory destocking and demand declines. These declines were offset somewhat with strong government stimulus programs targeted at manufacturing, including automotive production.

The primary Asian economies in which we participate started 2009 with low GDP growth largely due to fewer exports as a result of the weak global economy. Growth levels accelerated toward the middle of 2009 due largely to a variety of focused government stimulus programs in China aimed at increasing local consumption. As a result of the success of these programs, China's GDP grew at just below 9 percent for the year despite lower year-over-year exports. Also in Asia/Pacific, India experienced solid GDP growth exceeding 6 percent and Australia grew, but at less than 1 percent. For the year in total, the economies of this region well outperformed those of the other major regions of the world.

Entering 2010, the overall global economic outlook is cautiously optimistic, with expectations of gradual year-over-year improvement in many industrial sectors. It is also anticipated that growth will continue in most Asian economies driven by these global demand improvements. Modest recovery is expected to continue in the North American economy, with some offsets due to later economic cycle sectors such as commercial construction, which is projected to continue to decline, and aerospace. The recovery rate in Europe in 2010 is expected to lag that of both Asia and North America.

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PPG typically experiences fluctuating prices for energy and raw materials used in many of our businesses. Price inflation has resulted from global industrial expansion, supply/demand imbalance and increases in supplier feedstock costs. Price deflation stemmed from lower economic activity and resulting supply/demand imbalances from our suppliers as was the case in 2009 when our coatings raw material costs declined about \$150 million following increases of \$150 million and \$40 million in 2008 and 2007, respectively. Our current forecast for the early portion of 2010 is for moderate raw material inflation stemming from higher global energy prices in comparison to the full year of 2009 and moderate global economic growth. Given the volatile supply/demand, energy cost and currency environment, it is not feasible to project full year raw material pricing, but the main drivers will continue to be overall economic conditions and resulting supply and demand factors.

Changes in natural gas pricing have a significant impact on the operating performance of our Commodity Chemicals and Glass businesses. Each one dollar change in our price of natural gas per million British thermal units ( mmbtu ) has a direct impact of \$60 million to \$70 million on our annual operating costs. Our 2009 natural gas costs averaged over \$6.00 per mmbtu for the year, while our 2008 costs averaged about \$9.00 per unit. We currently estimate our cost for natural gas in the first quarter of 2010 will be \$7.00 per mmbtu, which is roughly equal to the first quarter of 2009. We currently have about 30% of our first quarter

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2010 U.S. natural gas purchases hedged at a price of about \$8.50 per unit, and about 25% of the remainder of 2010 at a price of about \$7.75 per unit. The current spot price for natural gas is just below \$6.00 per unit. While it remains difficult to predict future natural gas prices, in order to reduce the risks associated with volatile prices, we will continue to use a variety of techniques, which include reducing consumption through improved manufacturing processes, switching to alternative fuels and hedging.

Consistent with deflation in energy costs and because of lower end-market demand, the selling prices and profitability of our Commodity Chemicals segment dropped severely during 2009 following near all-time high levels in the fourth quarter of 2008 and first quarter of 2009. U.S. caustic demand weakened because of falling industrial production. At the end of the year, as customer inventory destocking began to diminish, demand and selling prices began to modestly recover.

Our ongoing pension and postretirement benefit costs were \$327 million in 2009, an increase of about \$100 million from 2008. These costs are expected to decline in 2010 by about \$50 million. During 2009, PPG contributions to our pension plans totaled about \$450 million, and we anticipate 2010 contributions will be about \$240 million.

The Company announced significant restructuring actions in both the third quarter of 2008 and the first quarter of 2009, in recognition of lower demand levels, that focused on reducing our cost structure, including actions associated with achieving the synergies from the integration of the acquired SigmaKalon business. The total annual savings from these actions are expected to be about \$250 million upon full implementation, including incremental savings in 2010 of about \$100 million.

We expect our tax rate in 2010 to be 30%, including a tax benefit of approximately 2% associated with the federal subsidy under Medicare Part D as described in Note 15, Pensions and Other Postretirement Benefits, under Item 8 of this Form 10-K. The tax benefit associated with the Medicare Part D subsidy could be changed by the healthcare reform legislation currently being considered by Congress.

The current global economic outlook for 2010 reflects a gradual recovery, but that outlook remains somewhat fragile due in part to the uncertainty of whether consumer spending is expected to rise enough to offset the impact of removal of government stimulus spending. As such, PPG expects to see some recovery in demand in 2010 compared with 2009 and will remain focused on continued effective cost management. The Company also entered 2010 with \$1 billion of cash on hand, which is a historically high level for the company, and follows an exemplary year of cash generation in 2009, our second highest year of cash generation on record. This strong cash performance is a direct result of lower 2009 activity levels, a management focus on lowering our working capital and the impact of several years of portfolio changes that diversified our geographic sales mix and broadened our end-markets served resulting in lower exposure to any individual end-market or region. This ability to generate high levels of cash, our prudent deployment of this cash to continuously strengthen the Company, the expected full year benefit of our recent cost restructuring actions and the expectation of a gradual economic recovery gives us optimism regarding the Company's prospects for 2010.

### *Accounting Standards Adopted in 2009*

Note 1, Summary of Significant Accounting Policies, under Item 8 describes the Company's recently adopted accounting pronouncements.



*Accounting Standards to be Adopted in Future Years*

Note 1, Summary of Significant Accounting Policies, under Item 8 describes the potential impact on PPG of accounting standards that are not yet effective.

**Performance in 2008 compared with 2007**

*Divestiture of Automotive Glass and Services Business*

During the third quarter of 2007, the Company entered into an agreement to sell its automotive glass and services business to Platinum Equity ( Platinum ) for approximately \$500 million. Accordingly, the assets and liabilities of this business were classified as held for sale and the results of operations and cash flows of this business were classified as discontinued operations as of September 30, 2007. In the fourth quarter of 2007, PPG was notified that affiliates of Platinum had filed suit in the Supreme Court of the State of New York, County of New York, alleging that Platinum was not obligated to consummate the agreement. Platinum also terminated the agreement. PPG has sued Platinum and certain of its affiliates for damages, including the \$25 million breakup fee stipulated by the terms of the agreement, based on various alleged actions of the Platinum parties. While the transaction with Platinum was terminated, PPG management remained committed to a sale of the automotive glass and services business and continued to classify its assets and liabilities as held for sale and report its results of operations and cash flows as discontinued operations through the first quarter of 2008.

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In July 2008, PPG entered into an agreement with affiliates of Kohlberg & Company, LLC, under which PPG would divest the automotive glass and services business to a new company formed by affiliates of Kohlberg. Under the agreement, PPG would receive a noncontrolling interest in the new company, and, as such, the accounting requirements for classifying the business as assets held for sale and reporting its results of operations and cash flows as discontinued operations had no longer been met. The assets and liabilities of the business were classified as held for use in the consolidated balance sheet as of December 31, 2007, and the results of operations and cash flows of the business through September 30, 2008 have been classified as continuing operations in the Glass reportable segment in the consolidated statements of income and cash flows under Item 8 of this Form 10-K for the three years ended December 31, 2009.

In the second quarter of 2008, as a result of the reclassification of the automotive glass and services business to continuing operations, PPG recorded a one-time, non-cash charge of \$17 million (\$11 million aftertax) to reflect a catch-up of depreciation expense, which was suspended when the business was classified as a discontinued operation. Additionally, in the second quarter of 2008, PPG recorded a charge of \$19 million (\$12 million aftertax) for special termination benefits and a pension curtailment loss relating to the impact of benefit changes, including accelerated vesting, negotiated as part of the sale.

The transaction with affiliates of Kohlberg was completed on September 30, 2008, with PPG receiving total proceeds of \$315 million, including \$225 million in cash and two 6-year notes totaling \$90 million (\$60 million at 8.5% interest and \$30 million at 10% interest). Both notes, which may be prepaid at any time without penalty, are senior to the equity of the new company. In addition, PPG has received a noncontrolling interest of approximately 40 percent in the new company, Pittsburgh Glass Works LLC. This transaction resulted in a third quarter 2008 gain of \$15 million pretax, net of transaction costs, and is included in Other income in the consolidated statement of income for the year ended December 31, 2008 under Item 8. The aftertax gain on the transaction was \$3 million, reflective of tax expense of \$12 million. Tax expense on the gain includes the tax cost of repatriating certain transaction proceeds from Canada to the U.S. and the impact of certain permanent book/tax differences which resulted in a larger taxable gain. PPG accounts for its interest in Pittsburgh Glass Works LLC under the equity method of accounting from October 1, 2008 onward. PPG has retained certain liabilities for pension and post-employment benefits earned for service up to September 30, 2008.

### *Divestiture of Fine Chemicals Business*

In the third quarter of 2007, PPG entered into an agreement to sell its fine chemicals business to ZaCh System S.p.A., a subsidiary of Zambon Company S.p.A., for approximately \$65 million. The sale of this business was completed in November 2007. The results of operations and cash flows of this business, which had previously been included in the Optical and Specialty Materials reportable segment, have been classified as discontinued operations in the consolidated statements of income and cash flows under Item 8 for the year ended December 31, 2007. PPG recorded a pretax loss on sale of the fine chemicals business of \$25 million (\$19 million aftertax) in 2007.

### *Performance Overview*

Our sales increased 30% to \$15.8 billion in 2008 compared to \$12.2 billion in 2007. Sales increased 28% due to the impact of acquisitions, 4% due to increased selling prices and 2% due to the positive effects of foreign currency translation. These sales increases were offset by a 2% decline due to lower sales volumes and by a 2% decline related to the automotive glass and services business divestiture.

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Cost of sales, exclusive of depreciation and amortization, increased by \$2,327 million in 2008 to \$10,155 million compared to \$7,828 million in 2007. This increase corresponds with the increase in sales. Cost of sales as a percentage of sales was 64.1% in both 2008 and 2007. Cost of sales in 2008 includes \$94 million for the flow through cost of sales of the step up to fair value of acquired inventory related to the SigmaKalon acquisition.

Selling, general and administrative expenses increased by \$1,122 million in 2008 due principally to the impact of the acquisition of SigmaKalon. Selling, general and administrative expenses as a percentage of sales were 21.7% for 2008 compared to 18.9% for 2007. The increase in selling, general and administrative expenses as a percentage of sales was due largely to the addition of SigmaKalon and reflects the distribution nature of these businesses, which requires higher selling, distribution, advertising and regional management costs to serve their broad customer profile. Selling, general and administrative expenses as a percent of sales in the Architectural Coatings - EMEA reportable segment are in line with PPG's other architectural coatings businesses. Other factors causing the increase in these expenses were higher levels of cost to support growth in our coatings and optical businesses, higher bad debt expense associated with the impact of the weakening economy on our customers, a second quarter charge of \$19 million for special termination benefits and foreign currency translation.

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Depreciation expense increased by \$83 million due primarily to the acquisition of SigmaKalon. Research and development costs increased by \$103 million and amortization increased by \$77 million compared to 2007. These increases were primarily due to the acquisition of SigmaKalon. Interest expense increased by \$161 million in 2008 due to debt incurred to finance the acquisition of SigmaKalon.

During the third quarter of 2008, the Company finalized a restructuring plan that is part of implementing PPG's global transformation strategy and the integration of its acquisition of SigmaKalon. The Company recorded a charge of \$163 million for the cost of this restructuring.

The effective tax rate on pretax earnings from continuing operations in 2008 was 31.3% compared to 29.1% in 2007. The 2008 rate includes a tax benefit of \$14 million related to the settlement with the Internal Revenue Service of our U.S. tax returns for tax years 2004, 2005 and 2006. The 2008 rate also includes a total net tax benefit of 26.5% on costs related to the acquisition of SigmaKalon, the charges for the catch-up of depreciation expense and the impact of benefit changes related to the divestiture of the automotive glass and services business, the business restructuring charge, the adjustment to increase the current value of the Company's obligation under the proposed asbestos settlement and the gain on divestiture of the automotive glass and services business. The tax rate was approximately 31% on the remaining pretax earnings in 2008.

The rate in 2007 includes the benefit of \$15 million for the reversal of a valuation allowance previously recorded against the benefit of a tax net operating loss carryforward, the benefit associated with an enacted reduction in the Canadian federal corporate income tax rate and a tax benefit of 39% on the adjustment to increase the current value of the Company's obligation under the proposed asbestos settlement. The tax rate was 30.5% on the remaining pretax earnings from continuing operations in 2007.

The effective tax rate on pretax earnings from discontinued operations in 2007 was 25.2%. The rate in 2007 included a tax benefit of 24% on the loss on the sale of the fine chemicals business. The tax rate was 36.5% on the remaining pretax earnings from discontinued operations in 2007.

Net income and earnings per share assuming dilution for 2008 and 2007 are summarized below:

(Millions, except per share amounts)  
Year ended December 31, 2008

	<i>Net Income</i>	
	\$	EPS
Net income	\$ 538	\$ 3.25
Net income includes:		
Charges related to:		
Business restructuring	110	0.67
Acquisition-related costs <sup>(1)</sup>	89	0.54
Depreciation catch-up <sup>(2)</sup>	11	0.07
Divestiture-related benefit costs <sup>(3)</sup>	12	0.07
Asbestos settlement <del>net</del>	2	0.01
Gain on divestiture of automotive glass and services business	(3)	(0.02)

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(Millions, except per share amounts)

Year ended December 31, 2007

	<i>Net Income</i>	
	\$	EPS
Net income	\$ 834	\$ 5.03
Net income includes:		
Charges related to:		
Asbestos settlement <i>net</i> <sup>(4)</sup>	15	0.09
Acquisition-related costs <sup>(5)</sup>	4	0.03
Divestiture-related benefit costs <sup>(6)</sup>	11	0.06
Loss on divestiture of fine chemicals business	19	0.11

- (1) Costs related to SigmaKalon acquisition, including \$66 million aftertax for the flow-through cost of sales of the step up to fair value of acquired inventory and \$23 million aftertax for the write-off of in-process research and development.
- (2) Represents the catch-up of depreciation expense, which was suspended when the automotive glass and services business was classified previously as a discontinued operation.
- (3) Represents special termination benefits and a pension curtailment loss relating to the impact of benefit changes, including accelerated vesting, negotiated as part of the sale of the automotive glass and services business.
- (4) Net increase in the current value of the Company's obligation under the proposed asbestos settlement.
- (5) Costs related to Barloworld Coatings Australia acquisition for the flow-through cost of sales of the step up to fair value of acquired inventory.
- (6) Represents curtailment losses on certain defined benefit plans of the automotive glass and services business.

### *Results of Reportable Business Segments*

<i>(Millions)</i>	<i>Net sales</i>		<i>Segment income</i>	
	2008	2007	2008	2007
Performance Coatings	\$ 4,716	\$ 3,811	\$ 582	\$ 563
Industrial Coatings	3,999	3,646	212	370
Architectural Coatings EMEA	2,249		141	
Optical and Specialty Materials	1,134	1,029	244	235
Commodity Chemicals	1,837	1,539	340	243
Glass	1,914	2,195	70	138

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Performance Coatings sales increased \$905 million or 24% in 2008. Sales increased 21% due to acquisitions, largely due to the impact of the SigmaKalon protective and marine coatings business. Sales also grew by 3% due to higher selling prices and 2% due to the positive impact of foreign currency translation. Sales volumes declined 2% as reduced volumes in architectural coatings Americas and Asia Pacific and automotive refinish were not fully offset by improved volumes in the aerospace and protective and marine businesses. Volume growth in the aerospace businesses occurred throughout the world, while the volume growth in protective and marine coatings occurred primarily in Asia. Segment income increased \$19 million in 2008. Factors increasing segment income were the positive impact of acquisitions, lower overhead costs and the positive impact of foreign currency translation. The benefit of higher selling prices more than offset the negative impact of inflation, including higher raw materials and benefit costs. Segment income was reduced by the impact of the lower sales volumes in architectural coatings and automotive refinish, which more than offset the benefit of volume gains in the aerospace and protective and marine coatings businesses.

Industrial Coatings sales increased \$353 million or 10% in 2008. Sales increased 11% due to acquisitions, including the impact of the SigmaKalon industrial coatings business. Sales also grew 3% due to the positive impact of foreign currency translation, and 1% from higher selling prices. Sales volumes declined 5% as reduced volumes were experienced in all three businesses, reflecting the substantial declines in global demand. Volume declines in the automotive and industrial businesses were primarily in the U.S. and Canada. Additional volume declines in the European and Asian regions were experienced by the industrial coatings business. In packaging coatings, volume declines in Europe were only partially offset by gains in Asia and North America. Segment income declined \$158 million in 2008 due to the lower volumes and inflation, including higher raw material and freight costs, the impact of which was only partially mitigated by the increased selling prices. Segment income also declined due to higher selling and distribution costs, including higher bad debt expense. Factors increasing segment income were the earnings of acquired businesses, the positive impact of foreign currency translation and lower manufacturing costs.

Architectural Coatings - EMEA sales for the year were \$2,249 million. This business was acquired in the SigmaKalon acquisition. Segment income was \$141 million, which included amortization expense of \$63 million related to acquired intangible assets and depreciation expense of \$58 million.

Optical and Specialty Materials sales increased \$105 million or 10% in 2008. Sales increased 5% due to higher volumes in our optical products business resulting from the launch of Transitions Optical's next generation lens product, 3% due to the positive impact of foreign currency translation and 2% due to increased selling prices. Segment income increased \$9 million in 2008. The increase in segment income was the result of increased sales volumes and the favorable impact of currency partially offset by increased selling and marketing costs in the optical products business related to the Transitions Optical product launch mentioned above. Increased selling prices only partially offset higher raw material costs, primarily in our silicas business.

Commodity Chemicals sales increased \$298 million or 19% in 2008. Sales increased 18% due to higher selling prices and 1% due to improved sales volumes. Segment income increased \$97 million in 2008. Segment income increased in large part due to higher selling prices, which more than offset the negative impact of inflation, primarily higher raw material and energy costs. Segment income also improved due to lower manufacturing costs, while lower margin mix and equity earnings reduced segment income.

Glass sales decreased \$281 million or 13% in 2008. Sales decreased 11% due to the divestiture of the automotive glass and services business in September 2008 and 4% due to lower sales volumes. Sales increased 2% due to higher selling prices. Segment income decreased \$68 million in

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2008. Segment income decreased due to the divestiture of the automotive glass and services business, lower volumes, the negative impact of inflation and lower equity earnings from our Asian fiber glass joint ventures. Factors increasing segment income were lower manufacturing costs, higher selling prices and stronger foreign currency.

See Note 25, Reportable Business Segment Information, under Item 8 of this Form 10-K for further information related to the Company's operating segments and reportable business segments.

### **Commitments and Contingent Liabilities, including Environmental Matters**

PPG is involved in a number of lawsuits and claims, both actual and potential, including some that it has asserted against others, in which substantial monetary damages are sought. See Item 3, Legal Proceedings and Note 16, Commitments and Contingent Liabilities, under Item 8 of this Form 10-K for a description of certain of these lawsuits, including a description of the proposed asbestos settlement and a description of the antitrust suits against PPG related to the flat glass and automotive refinish industries. As discussed in Item 3 and Note 16, although

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the result of any future litigation of such lawsuits and claims is inherently unpredictable, management believes that, in the aggregate, the outcome of all lawsuits and claims involving PPG, including asbestos-related claims in the event the proposed asbestos settlement described in Note 16 does not become effective, will not have a material effect on PPG's consolidated financial position or liquidity; however, any such outcome may be material to the results of operations of any particular period in which costs, if any, are recognized.

It is PPG's policy to accrue expenses for environmental contingencies when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Reserves for environmental contingencies are exclusive of claims against third parties and are generally not discounted. Management anticipates that the resolution of the Company's environmental contingencies will occur over an extended period of time. As of December 31, 2009 and 2008, PPG had reserves for environmental contingencies totaling \$287 million and \$299 million, respectively, of which \$59 million and \$44 million, respectively, were classified as current liabilities. Pretax charges against income for environmental remediation costs in 2009, 2008 and 2007 totaled \$11 million, \$15 million and \$12 million, respectively, and are included in Other charges in the consolidated statement of income. Cash outlays related to such environmental remediation aggregated \$24 million, \$24 million and \$19 million, in 2009, 2008 and 2007, respectively. As part of the allocation of the SigmaKalon purchase price to the assets acquired and liabilities assumed, the reserve for environmental contingencies was increased by \$37 million in 2008. The impact of foreign currency translation increased the liability by \$1 million in 2009 and decreased the liability by \$5 million in 2008.

In addition to the amounts currently reserved for environmental remediation, the Company may be subject to loss contingencies related to environmental matters estimated to be as much as \$200 million to \$300 million, which range is unchanged since December 31, 2008. Such unreserved losses are reasonably possible but are not currently considered to be probable of occurrence.

Our continuing efforts to analyze and assess the environmental issues associated with a former chromium manufacturing plant site located in Jersey City, N.J., and at the Calcasieu River Estuary located near our Lake Charles, La., chlor-alkali plant resulted in a pre-tax charge of \$173 million in the third quarter of 2006 for the estimated costs of remediating these sites. These charges for estimated environmental remediation costs in 2006 were significantly higher than PPG's historical range. Excluding 2006, pretax charges against income have ranged between \$10 million and \$49 million per year for the past 15 years. We anticipate that charges against income in 2010 for environmental remediation costs will be within this historical range.

Management expects cash outlays for environmental remediation costs to be approximately \$70 million in 2010 and to range from \$50 million to \$70 million annually through 2014. It is possible that technological, regulatory and enforcement developments, the results of environmental studies and other factors could alter our expectations with respect to charges against income and future cash outlays. Specifically, the level of expected cash outlays is highly dependent upon activity related to the former chromium manufacturing plant site in New Jersey, as PPG awaits approval of workplans that have been submitted to the applicable regulatory agencies.

### Impact of Inflation

In 2009, PPG experienced a reduction in our energy and raw material costs, following the significant increases in these costs experienced in 2008 and 2007, which was driven by lower global demand as a result of the recession and the delayed impact of lower oil prices. This impact was largely offset by reductions in our selling prices. The impact of inflation net of price was negative in our Commodity Chemicals and Glass reportable segments and was positive in our three Coatings and the Optical and Specialty Materials reportable segments.



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In 2008, PPG was able to more than offset the increase in our costs due to the negative effects of inflation, including the impact of higher raw materials and energy costs, with increased selling prices. In our Commodity Chemicals reportable segment, the increase in our costs due to inflation was more than offset by higher selling prices. In our Performance Coatings and Optical and Specialty Materials reportable segments, the increase in our costs due to the negative effects of inflation was offset by higher selling prices. However, in our Industrial Coatings and Glass reportable segments, the increase in our costs due to the negative effects of inflation was not offset by higher selling prices.

In 2007, the increase in our costs due to the negative effects of inflation, including the impact of higher raw material costs in our Industrial Coatings, Commodity Chemicals and Glass reportable segments, were not offset by higher selling prices. Higher selling prices did offset the negative impact of inflation in our Performance Coatings and Optical and Specialty Materials reportable segments.

In 2010, we expect the costs in all our businesses to increase due to the negative effects of inflation, including the cost of certain raw materials as a result of increases in global demand. We will continue our efforts to manage our energy efficiency and our material costs through product reformulation and qualification of additional suppliers, particularly those from lower cost regions of the world. We expect those efforts, combined with increases in our selling prices and manufacturing cost

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efficiencies, will offset the negative impact of inflation in 2010.

### Liquidity and Capital Resources

During the past three years, we had sufficient financial resources to meet our operating requirements, to fund our capital spending, share repurchases and pension plans and to pay increasing dividends to our shareholders.

Cash from operating activities was \$1,345 million, \$1,437 million and \$1,063 million in 2009, 2008 and 2007, respectively. The decrease in cash from operations in 2009 compared to 2008 of \$92 million was due in large part to lower earnings, higher pension contributions and higher cash spending on restructuring in 2009 offset by an increase in cash from a reduction in our working capital. We used the 2009 cash from operating activities to fund our capital spending, pay dividends and repay \$646 million of debt during the year and still have over \$1 billion of cash on hand at December 31, 2009.

The change in working capital elements, excluding the impact of currency, included in cash from operating activities was a source of cash of \$377 million during the year ended December 31, 2009. Accounts receivable as a percentage of fourth quarter sales, annualized, for 2009 was 21.1%, down from 22% for 2008. Days sales outstanding decreased to 65 days in 2009 from 71 days in 2008. Inventories as a percentage of fourth quarter sales, annualized, for 2009 was 12.4%, down from 13.3% for 2008. Inventory turnover was 4 times in 2009 and 2008.

Total capital spending was \$265 million, \$2,056 million and \$597 million in 2009, 2008 and 2007, respectively. Spending related to modernization and productivity improvements, expansion of existing businesses and environmental control projects was \$239 million, \$383 million and \$364 million in 2009, 2008 and 2007, respectively, and is expected to be approximately \$350 million during 2010. Capital spending related to business acquisitions amounted to \$26 million, \$1,673 million and \$233 million in 2009, 2008 and 2007, respectively.

Dividends paid to shareholders totaled \$353 million, \$343 million and \$335 million in 2009, 2008 and 2007, respectively. PPG has paid uninterrupted dividends since 1899, and 2009 marked the 38th consecutive year of increased annual dividend payments to shareholders. Over time, our goal is to sustain our dividends at approximately one-third of our earnings per share.

We did not have a mandatory contribution to our U.S. defined benefit pension plans in 2009; however, due in large part to the negative investment return on pension plan assets in 2008, we made voluntary contributions to these plans in 2009 totaling \$360 million. In 2008 and 2007, we made voluntary contributions to our U.S. defined benefit pension plans of \$50 million and \$100 million, respectively. Contributions were made to our non-U.S. defined benefit pension plans of \$90 million, \$69 million and \$49 million for 2009, 2008 and 2007, respectively, some of which were required by local funding requirements. Of the total 2009 contributions of \$450 million, approximately \$120 million was made in the form of PPG stock. We expect to make voluntary contributions to our U.S. plans in 2010 of approximately \$150 million, and we expect to make mandatory contributions to our non-U.S. plans in 2010 of approximately \$90 million.

In December of 2008, the Company entered into an agreement with a counterparty to repurchase 1.5 million shares of the Company's stock. Under the terms of the agreement, the counterparty purchased the shares in the open market in January of 2009 and held the shares until

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December of 2009 when the Company paid the agreed upon price of \$39.53 per share and took possession of these shares. The total cost of this share repurchase was approximately \$59 million.

In 2008, the Company purchased 0.1 million shares of PPG common stock at a cost of \$7 million, and during 2007, the Company repurchased 3.7 million shares of PPG common stock at a cost of \$274 million.

On January 2, 2008, PPG completed the acquisition of SigmaKalon, a worldwide coatings producer based in Uithoorn, Netherlands, from global private investment firm Bain Capital (the seller). The acquired business produces architectural, protective and marine and industrial coatings and is a leading coatings supplier in Europe and other key markets across the globe, with an increasing presence in Africa and Asia. The total transaction value was approximately \$3.2 billion, consisting of cash paid to the seller of \$1,673 million and debt assumed of \$1,517 million.

In order to provide financing for the SigmaKalon acquisition, in December 2007, PPG and certain of its subsidiaries entered into a three year \$650 million revolving credit facility with several banks and financial institutions and Societe Generale, as facility agent for the lenders. In addition, PPG and a subsidiary entered into two bridge loan agreements, one in the amount of \$1 billion with multiple lenders and Credit Suisse as administrative agent for those lenders and the other in the amount of \$500 million with Credit Suisse as the lender.

In December 2007, PPG issued \$617 million of commercial paper and borrowed \$1,056 million (\$717 million) under the \$1 billion bridge loan agreement. The proceeds from these borrowings were deposited into escrow in December 2007. Upon closing of the acquisition on January 2, 2008, these amounts were released from escrow and paid to the seller. Also, in January 2008, PPG borrowed \$1,143 million, representing the remaining \$417 million (\$283 million) available under the \$1 billion bridge loan agreement and \$726 million (\$493 million) under the \$650 million revolving

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credit facility. The proceeds from these borrowings and cash on hand of \$116 million were used to refinance \$1,259 million of the \$1,517 million of SigmaKalon debt outstanding on the date of acquisition. No amounts were borrowed under the \$500 million bridge loan agreement and, due to the passage of time and the specific purpose of this agreement, PPG can no longer make borrowings under this agreement.

On March 18, 2008, PPG completed a public offering of \$600 million in aggregate principal amount of its 5.75% Notes due 2013 (the 2013 Notes), \$700 million in aggregate principal amount of its 6.65% Notes due 2018 (the 2018 Notes) and \$250 million in aggregate principal amount of its 7.70% Notes due 2038 (the 2038 Notes) and, together with the 2013 Notes and the 2018 Notes, the Notes). The Notes were offered by the Company pursuant to its existing shelf registration statement. The proceeds of this offering of \$1,538 million (net of discount and issuance costs) and additional borrowings of \$195 million under the \$650 million revolving credit facility were used to repay existing debt, including certain short-term debt and the amounts outstanding under the \$1 billion bridge loan. No further amounts can be borrowed under the \$1 billion bridge loan. The discount and issuance costs related to the Notes, which totaled \$12 million, will be amortized to interest expense over the respective lives of the Notes.

In July 2008, the Company entered into an agreement to divest its automotive OEM glass and automotive replacement glass and services businesses (automotive glass and services business). Under the agreement, PPG received a noncontrolling ownership interest in the new company formed by the buyer. The transaction was completed on September 30, 2008. The Company received cash proceeds of \$225 million at closing and two six-year notes totaling \$90 million from this transaction.

In the fourth quarter 2008, the Company monetized certain cross currency foreign exchange swap contracts, which had been designated as hedges of our Euro denominated net investment in SigmaKalon, and replaced them with new swap contracts. As a result of these swap monetizations, the Company received \$208 million in cash proceeds. See Item 7A of this Form 10-K for further information regarding these instruments.

In June 2009, PPG entered into a \$400 million three year unsecured term loan. We used \$116 million of the proceeds from this term loan to retire our 7.05% Notes due 2009; the remainder of the loan proceeds of approximately \$284 million were used to retire outstanding amounts under our \$650 million revolving credit facility. The principal amount of this term loan is due in three years, and the interest rate is variable based on a spread over LIBOR.

The ratio of total debt, including capital leases, to total debt and equity was 47% at December 31, 2009 and 54% at December 31, 2008. The decrease at year end 2009 is primarily due to the reduction of the Company's debt during 2009.

We continue to believe that our cash on hand, cash from operations and the Company's available debt capacity will continue to be sufficient to fund operating activities, capital spending, including acquisitions, dividend payments, debt service, amounts due under the proposed asbestos settlement, share repurchases, contributions to pension plans, and PPG's significant contractual obligations. These significant contractual obligations, along with amounts due under the proposed asbestos settlement are presented in the following table.

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(Millions)	Total	Obligations Due In:			
		2010	2011-2012	2013-2014	Thereafter
<b>Contractual Obligations</b>					
Long-term debt	\$ 3,046	\$ 2	\$ 484	\$ 604	\$ 1,956
Short-term debt	268	268			
Capital lease obligations	32	2	3	3	24
Operating leases	646	129	185	118	214
Interest payments <sup>(1)</sup>	1,619	177	338	265	839
Pension contributions <sup>(2)</sup>	240	240			
Unconditional purchase obligations	971	314	303	94	260
<b>Total</b>	<b>\$ 6,822</b>	<b>\$ 1,132</b>	<b>\$ 1,313</b>	<b>\$ 1,084</b>	<b>\$ 3,293</b>
<b>Asbestos Settlement<sup>(3)</sup></b>					
Aggregate cash payments	\$ 825	\$ 437	\$ 24	\$ 23	\$ 341
PPG stock and other	97	97			
<b>Total</b>	<b>\$ 922</b>	<b>\$ 534</b>	<b>\$ 24</b>	<b>\$ 23</b>	<b>\$ 341</b>

(1) Includes interest on all outstanding debt. Interest for variable-rate debt instruments is based on effective rates at December 31, 2009. Interest for fixed-rate debt instruments have been adjusted for the impact of interest rate swaps using the effective rate at December 31, 2009.

(2) Includes the estimated pension contribution for 2010 only, as PPG is unable to estimate the pension contributions beyond 2010.

(3) We have recorded an obligation equal to the net present value of the aggregate cash payments, along with the PPG stock and other assets to be contributed to a trust under the proposed asbestos settlement. However, PPG has no obligation to pay any amounts under this settlement until the Funding Effective Date, as more fully discussed in Note 16, Commitments and Contingent Liabilities, under Item 8 of this Form 10-K.

The unconditional purchase commitments are principally take-or-pay obligations related to the purchase of certain materials, including industrial gases, natural gas, coal and electricity, consistent with customary industry practice. These amounts also include PPG's commitment to purchase electricity and steam from the RS Cogen joint venture discussed in Note 6, Investments, under Item 8 of this Form 10-K.

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## Management's Discussion and Analysis

See Note 9, Debt and Bank Credit Agreements and Leases, under Item 8 of this Form 10-K for details regarding the use and availability of committed and uncommitted lines of credit, letters of credit, guarantees and debt covenants.

In addition to the amounts available under the lines of credit, the Company has an automatic shelf registration on file with the SEC pursuant to which it may issue, offer and sell from time to time on a continuous or delayed basis any combination of securities in one or more offerings.

### Off-Balance Sheet Arrangements

The Company's off-balance sheet arrangements include the operating leases and unconditional purchase obligations disclosed in the Liquidity and Capital Resources section in the contractual obligations table as well as letters of credit and guarantees as discussed in Note 9, Debt and Bank Credit Agreements and Leases, under Item 8 of this Form 10-K.

### Critical Accounting Estimates

Management has evaluated the accounting policies used in the preparation of the financial statements and related notes presented under Item 8 of this Form 10-K and believes those policies to be reasonable and appropriate. We believe that the most critical accounting estimates made in the preparation of our financial statements are those related to accounting for contingencies, under which we accrue a loss when it is probable that a liability has been incurred and the amount can be reasonably estimated, and to accounting for pensions, other postretirement benefits, goodwill and other identifiable intangible assets with indefinite lives because of the importance of management judgment in making the estimates necessary to apply these policies.

Contingencies, by their nature, relate to uncertainties that require management to exercise judgment both in assessing the likelihood that a liability has been incurred as well as in estimating the amount of potential loss. The most important contingencies impacting our financial statements are those related to the collectibility of accounts receivable, to environmental remediation, to pending, impending or overtly threatened litigation against the Company and to the resolution of matters related to open tax years. For more information on these matters, see Note 4, Working Capital Detail, Note 14, Income Taxes and Note 16, Commitments and Contingent Liabilities under Item 8 of this Form 10-K.

Accounting for pensions and other postretirement benefits involves estimating the cost of benefits to be provided well into the future and attributing that cost over the time period each employee works. To accomplish this, extensive use is made of assumptions about inflation, investment returns, mortality, turnover, medical costs and discount rates. These assumptions are reviewed annually. See Note 15, Pensions and Other Postretirement Benefits, under Item 8 for information on these plans and the assumptions used.

The discount rate used in accounting for pensions and other postretirement benefits is determined by reference to a current yield curve and by considering the timing and amount of projected future benefit payments. The discount rate assumption for 2010 is 5.90% for our U.S. defined benefit pension and other postretirement benefit plans. A change in the discount rate of 75 basis points, with all other assumptions held constant, would impact 2010 net periodic benefit expense for our defined benefit pension and other postretirement benefit plans by approximately \$12 million and \$9 million, respectively.

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The expected return on plan assets assumption used in accounting for our pension plans is determined by evaluating the mix of investments that comprise plan assets and external forecasts of future long-term investment returns. For 2009, the return on plan assets assumption for our U.S. defined benefit pension plans was 8.5%. We will use the same assumption for 2010. A change in the rate of return of 75 basis points, with other assumptions held constant, would impact 2010 net periodic pension expense by approximately \$18 million.

As discussed in Note 1, Summary of Significant Accounting Policies, under Item 8 of this Form 10-K, the Company tests goodwill and identifiable intangible assets with indefinite lives for impairment at least annually by comparing the fair value of the reporting units to their carrying values. Fair values are estimated using discounted cash flow methodologies that are based on projections of the amounts and timing of future revenues and cash flows. Based on this testing, none of our goodwill or identifiable intangible assets with indefinite lives was impaired as of December 31, 2009.

As part of our ongoing financial reporting process, a collaborative effort is undertaken involving PPG managers with functional responsibility for financial, credit, environmental, legal, tax and benefit matters. The results of this effort provide management with the necessary information on which to base their judgments on these contingencies and to develop the estimates and assumptions used to prepare the financial statements.

We believe that the amounts recorded in the financial statements under Item 8 of this Form 10-K related to these contingencies, pensions, other postretirement benefits, goodwill and other identifiable intangible assets with indefinite lives are based on the best estimates and judgments of the appropriate PPG management, although actual outcomes could differ from our estimates.

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## Management's Discussion and Analysis

### Currency

From December 31, 2008 to December 31, 2009, the U.S. dollar weakened against the currencies of most of the countries in which PPG operates, most notably against the euro, the Canadian dollar, the British pound sterling, the Polish zloty, the Brazilian real, the South Korean won and the Australian dollar. As a result, the effects of translating the net assets of PPG's operations denominated in non-U.S. currencies to the U.S. dollar increased consolidated net assets at December 31, 2009 by \$173 million compared to December 31, 2008. During much of the year, the U.S. dollar was stronger against the currencies of many countries in which PPG operates than it was in 2008, which had an unfavorable impact on 2009 pretax earnings of \$29 million from the translation of these foreign earnings into U.S. dollars.

From December 31, 2007 to December 31, 2008, the U.S. dollar strengthened against the currencies of most of the countries in which PPG operates, most notably against the euro, the British pound sterling, the Polish zloty, the Brazilian real, the South Korean won and the Australian dollar. As a result, the effects of translating the net assets of PPG's operations denominated in non-U.S. currencies to the U.S. dollar decreased consolidated net assets at December 31, 2008 by \$499 million compared to December 31, 2007. During much of the year, the U.S. dollar was weaker against the currencies of many countries in which PPG operates than it was in 2007, which had a favorable impact on 2008 pretax earnings of \$45 million from the translation of these foreign earnings into U.S. dollars.

During 2007, the U.S. dollar weakened against certain of the currencies in the countries in which PPG operates, most notably against the euro, the Canadian dollar and the Brazilian real. The effects of translating the net assets of PPG's operations denominated in non-U.S. currencies to the U.S. dollar increased consolidated net assets at December 31, 2007 by \$260 million compared to December 31, 2006. In addition, the weaker U.S. dollar had a favorable impact on 2007 pretax earnings of \$47 million.

### Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. Management's Discussion and Analysis and other sections of this Annual Report contain forward-looking statements that reflect the Company's current views with respect to future events and financial performance.

Forward-looking statements are identified by the use of the words "aim," "believe," "expect," "anticipate," "intend," "estimate" and other expressions that indicate future events and trends. Any forward-looking statement speaks only as of the date on which such statement is made and the Company undertakes no obligation to update any forward looking statement, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our reports to the Securities and Exchange Commission. Also, note the following cautionary statements.

Many factors could cause actual results to differ materially from the Company's forward-looking statements. Such factors include global economic conditions, increasing price and product competition by foreign and domestic competitors, fluctuations in cost and availability of raw materials, the ability to maintain favorable supplier relationships and arrangements, the realization of anticipated cost savings from restructuring initiatives, difficulties in integrating acquired businesses and achieving expected synergies therefrom, economic and political conditions in



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international markets, the ability to penetrate existing, developing and emerging foreign and domestic markets, which also depends on economic and political conditions, foreign exchange rates and fluctuations in such rates, the impact of environmental regulations, unexpected business disruptions and the unpredictability of existing and possible future litigation, including litigation that could result if the proposed asbestos settlement does not become effective. However, it is not possible to predict or identify all such factors. Consequently, while the list of factors presented here and under Item 1A is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements.

Consequences of material differences in the results compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties, other factors set forth in Item 1A of this Form 10-K and similar risks, any of which could have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

PPG is exposed to market risks related to changes in foreign currency exchange rates, interest rates, and natural gas prices and to changes in PPG's stock price. The Company may enter into derivative financial instrument transactions in order to manage or reduce these market risks. A detailed description of these exposures and the

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## Management's Discussion and Analysis

Company's risk management policies are provided in Note 12, Derivative Financial Instruments and Hedge Activities, under Item 8 of this Form 10-K.

The following disclosures summarize PPG's exposure to market risks and information regarding the use of and fair value of derivatives employed to manage its exposure to such risks. Quantitative sensitivity analyses have been provided to reflect how reasonably possible, unfavorable changes in market rates can impact PPG's consolidated results of operations, cash flows and financial position.

Foreign currency forward and option contracts outstanding during 2009 and 2008 were used to hedge PPG's exposure to foreign currency transaction risk. The fair value of these contracts as of December 31, 2009 and 2008 were liabilities of \$3 million and \$17 million, respectively. The potential reduction in PPG's earnings resulting from the impact of adverse changes in exchange rates on the fair value of its outstanding foreign currency hedge contracts of 10% for European currencies and 20% for Asian and South American currencies for the years ended December 31, 2009 and 2008 would have been \$17 million and \$27 million, respectively.

Concurrent with the March 18, 2008 completion of the \$1.55 billion public debt offering, PPG entered into ten U.S. dollar to euro cross currency swap contracts with a total notional amount of \$1.3 billion, of which \$600 million were to settle on March 15, 2013 and \$700 million were to settle on March 15, 2018. On March 18, 2008, PPG paid the counterparties to the contracts a total of \$1.3 billion and received euros, which were used to repay most of the \$1 billion bridge loan, which the Company employed to finance the acquisition of SigmaKalon. During the fourth quarter of 2008, PPG converted \$1.16 billion of these contracts to \$208 million of cash and replaced them with new cross currency swap contracts. On settlement of the contracts, PPG will receive \$1.3 billion and pay euros to the counterparties to the contracts. The Company has designated these swaps as hedges of its net investment in the acquired SigmaKalon businesses and, as a result, mark to fair value adjustments of the swaps have been and will be recorded as a component of other comprehensive income. As of December 31, 2009 and 2008, the aggregate fair value of these swaps was a liability of \$308 million and \$130 million, respectively. A 10% increase in the value of the euro to the U.S. dollar would have had an unfavorable effect on the fair value of these swap contracts and increase the liability by \$182 million and \$181 million at December 31, 2009 and 2008, respectively.

PPG had non-U.S. dollar denominated debt outstanding of \$723 million as of December 31, 2009 and \$1,373 million as of December 31, 2008. A weakening of the U.S. dollar by 10% against European currencies and by 20% against Asian and South American currencies would have resulted in unrealized translation losses of approximately \$81 million and \$118 million as of December 31, 2009 and 2008, respectively.

Interest rate swaps are used to manage a portion of PPG's interest rate risk. The fair value of the interest rate swaps was an asset of \$10 million and \$3 million as of December 31, 2009 and 2008, respectively. The fair value of these swaps would have changed unfavorably by \$3 million and \$0.5 million as of December 31, 2009 and 2008, respectively, if variable interest rates increased by 10%. A 10% increase in interest rates in the U.S., Canada, Mexico and Europe and a 20% increase in interest rates in Asia and South America would have affected PPG's variable rate debt obligations by increasing interest expense approximately \$1 million as of December 31, 2009 and \$3 million as of December 31, 2008. Further, a 10% reduction in interest rates would have increased the present value of the Company's fixed rate debt by approximately \$91 million and \$118 million as of December 31, 2009 and 2008, respectively; however, such changes would not have had an effect on PPG's annual earnings or cash flows.

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The Company entered into forward starting swaps in the third quarter of 2009 to effectively lock-in a fixed interest rate based on the 10-year swap rate, to which will be added a corporate spread, related to future debt refinancings. The notional amount of these swaps totaled \$250 million. As of December 31, 2009, the fair value of these swaps was an asset of \$3 million. A 10% decline in interest rates would unfavorably affect the fair value of these swaps by \$10 million.

The fair value of natural gas swap contracts in place as of December 31, 2009 and 2008 was a liability of \$50 million and \$85 million, respectively. These contracts were entered into to reduce PPG's exposure to higher prices of natural gas. A 10% reduction in the price of natural gas would have had an unfavorable effect on the fair value of these contracts and increased the liability by \$14 million and \$27 million at December 31, 2009 and 2008, respectively.

An equity forward arrangement was entered into to hedge the Company's exposure to changes in fair value of its future obligation to contribute PPG stock into an asbestos settlement trust (see Note 12 Derivative Financial Instruments and Hedge Activities and Note 16, Commitments and Contingent Liabilities, under Item 8 of this Form 10-K). The fair value of this instrument as of December 31, 2009 and 2008 was an asset of \$18 million and a liability of \$6 million, respectively. A 10% decrease in PPG's stock price would have had an unfavorable effect on the fair value of this instrument of \$8 million and \$6 million at December 31, 2009 and 2008, respectively.

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**Item 8. Financial Statements and Supplementary Data**

**Internal Controls Report of Independent Registered Public Accounting Firm**

*To the Board of Directors and Shareholders of PPG Industries, Inc.*

We have audited the internal control over financial reporting of PPG Industries, Inc. and subsidiaries (the Company) as of December 31, 2009, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2009 of the Company and our report dated February 18, 2010 expressed an unqualified opinion on those financial statements and financial statement schedule and included an explanatory paragraph regarding the Company's adoption of accounting guidance on consolidations.

**/s/ Deloitte & Touche LLP**

**Deloitte & Touche LLP**

Pittsburgh, Pennsylvania

February 18, 2010

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**Management Report**

*Responsibility for Preparation of the Financial Statements and Establishing and Maintaining Adequate Internal Control Over Financial Reporting*

We are responsible for the preparation of the financial statements included in this Annual Report. The financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and include amounts that are based on the best estimates and judgments of management.

We are also responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control system is designed to provide reasonable assurance concerning the reliability of the financial data used in the preparation of PPG's financial statements, as well as to safeguard the Company's assets from unauthorized use or disposition.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. In addition, because of changing conditions, there is risk in projecting any evaluation of internal controls to future periods.

We conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. In making this evaluation, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control - Integrated Framework*. Our evaluation included reviewing the documentation of our controls, evaluating the design effectiveness of our controls and testing their operating effectiveness. Based on this evaluation we believe that, as of December 31, 2009, the Company's internal controls over financial reporting were effective and provide reasonable assurance that the accompanying financial statements do not contain any material misstatement.

Deloitte & Touche LLP, an independent registered public accounting firm, has issued their report, included on page 28 of this Form 10-K, regarding the Company's internal control over financial reporting.

**/s/ Charles E. Bunch**

**Charles E. Bunch**

Chairman of the Board

and Chief Executive Officer

February 18, 2010

**/s/ Robert J. Dellinger**

**Robert J. Dellinger**

Senior Vice President, Finance and

Chief Financial Officer

**Consolidated Financial Statements Report of Independent Registered Public Accounting Firm**

*To the Board of Directors and Shareholders of PPG Industries, Inc.*

We have audited the accompanying consolidated balance sheets of PPG Industries, Inc. and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2009. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and the financial statement schedule based on our audits.

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We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of PPG Industries, Inc. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, on January 1, 2007 the Company adopted the provisions of accounting guidance which was issued to clarify the accounting for uncertainty in income taxes.

As discussed in Note 1 to the consolidated financial statements, on January 1, 2009 the Company adopted the provisions of accounting guidance on consolidations, and applied the new guidance to all periods presented in the accompanying consolidated financial statements.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2009, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 18, 2010 expressed an unqualified opinion on the Company's internal control over financial reporting.

**/s/ Deloitte & Touche LLP**

**Deloitte & Touche LLP**

Pittsburgh, Pennsylvania

February 18, 2010

**Table of Contents****Consolidated Statement of Income**

<i>(Millions, except per share amounts)</i>	<i>For the Year</i>		
	2009	2008	2007
Net sales	\$ 12,239	\$ 15,849	\$ 12,220
Cost of sales, exclusive of depreciation and amortization (See Note 2)	7,539	10,155	7,828
Selling, general and administrative (See Note 3)	2,936	3,432	2,310
Depreciation (See Note 3)	354	428	345
Amortization (See Note 7)	126	135	58
Research and development net (See Note 23)	388	451	348
Interest	193	254	93
Asbestos settlement net (See Notes 12 and 16)	13	4	24
In-process research and development (See Note 2)		23	
Business restructuring (See Note 8)	186	163	
Other charges (See Note 16)	65	61	59
Other earnings (See Note 20)	(178)	(165)	(160)
<b><i>Income from continuing operations before income taxes</i></b>	<b>617</b>	<b>908</b>	<b>1,315</b>
Income tax expense (See Note 14)	191	284	383
Income from continuing operations, net of tax	426	624	932
Loss from discontinued operations, net of tax (See Note 1)			22
<b><i>Net income attributable to the controlling and noncontrolling interests (See Note 1)</i></b>	<b>426</b>	<b>624</b>	<b>910</b>
Less: net income attributable to noncontrolling interests (See Note 1)	90	86	76
<b><i>Net income (attributable to PPG)</i></b>	<b>\$ 336</b>	<b>\$ 538</b>	<b>\$ 834</b>
<b><i>Amounts attributable to PPG</i></b>			
Income from continuing operations, net of tax	\$ 336	\$ 538	\$ 856
Loss from discontinued operations, net of tax (See Note 1)			22
<b><i>Net income (attributable to PPG)</i></b>	<b>\$ 336</b>	<b>\$ 538</b>	<b>\$ 834</b>
<b><i>Earnings per common share (See Note 13)</i></b>			
Income from continuing operations	\$ 2.04	\$ 3.27	\$ 5.20
Loss from discontinued operations (See Note 1)			0.13
<b><i>Net income (attributable to PPG)</i></b>	<b>\$ 2.04</b>	<b>\$ 3.27</b>	<b>\$ 5.07</b>
<b><i>Earnings per common share assuming dilution (See Note 13)</i></b>			
Income from continuing operations	\$ 2.03	\$ 3.25	\$ 5.16
Loss from discontinued operations (See Note 1)			0.13
<b><i>Net Income (attributable to PPG)</i></b>	<b>\$ 2.03</b>	<b>\$ 3.25</b>	<b>\$ 5.03</b>

The accompanying notes to the consolidated financial statements are an integral part of this consolidated statement.





**Table of Contents****Consolidated Balance Sheet**

<i>(Millions)</i>	<i>December 31</i>	
	2009	2008
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 1,057	\$ 1,021
Receivables (See Note 4)	2,628	2,804
Inventories (See Note 4)	1,548	1,702
Deferred income taxes (See Note 14)	485	515
Other	263	306
<b>Total current assets</b>	<b>5,981</b>	<b>6,348</b>
Property (See Note 5)	8,313	8,043
Less accumulated depreciation	5,559	5,245
<b>Property net</b>	<b>2,754</b>	<b>2,798</b>
Investments (See Note 6)	499	509
Goodwill (See Note 7)	2,784	2,641
Identifiable intangible assets net (See Note 7)	1,416	1,472
Other assets (See Note 14)	806	930
<b>Total</b>	<b>\$ 14,240</b>	<b>\$ 14,698</b>
<b>Liabilities and Shareholders Equity</b>		
Current liabilities		
Short-term debt and current portion of long-term debt (See Note 9)	\$ 272	\$ 903
Asbestos settlement (See Note 16)	534	491
Accounts payable and accrued liabilities (See Note 4)	2,648	2,724
Business restructuring (See Note 8)	123	92
<b>Total current liabilities</b>	<b>3,577</b>	<b>4,210</b>

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Long-term debt (See Note 9)	3,074	3,009
Asbestos settlement (See Note 16)	238	244
Deferred income taxes (See Note 14)	328	425
Accrued pensions (See Note 15)	944	1,250
Other postretirement benefits (See Note 15)	1,010	1,072
Other liabilities (See Note 15)	1,147	999
<b>Total liabilities</b>	<b>10,318</b>	<b>11,209</b>
Commitments and contingent liabilities (See Note 16)		
Shareholders' equity (See Note 17)		
Common stock	484	484
Additional paid-in capital	609	580
Retained earnings	8,139	8,156
Treasury stock, at cost	(4,218)	(4,259)
Accumulated other comprehensive loss (See Note 18)	(1,261)	(1,628)
<b>Total PPG shareholders' equity</b>	<b>3,753</b>	<b>3,333</b>
Noncontrolling interests (Note 1)	169	156
<b>Total shareholders' equity</b>	<b>3,922</b>	<b>3,489</b>
<b>Total</b>	<b>\$ 14,240</b>	<b>\$ 14,698</b>

Shares outstanding were 165,667,659 and 164,198,633 as of December 31, 2009 and 2008, respectively.

The accompanying notes to the consolidated financial statements are an integral part of this consolidated statement.

**Table of Contents****Consolidated Statement of Shareholders Equity**

<i>(Millions)</i>	<i>Common Stock</i>	<i>Additional Paid-In Capital</i>	<i>Retained Earnings</i>	<i>Treasury Stock</i>	<i>Unearned Compensation (See Note 1)</i>	<i>Accumulated Other Comprehensive (Loss) Income (See Note 18)</i>	<i>Total PPG</i>	<i>Non- controlling Interests</i>	<i>Total</i>
<i>Balance, January 1, 2007</i>	\$ 484	\$ 408	\$ 7,453	\$ (4,101)	\$ (25)	\$ (939)	\$ 3,280	\$ 148	\$ 3,428
Net income attributable to the controlling and noncontrolling interests			834				834	76	910
Other comprehensive income, net of tax						357	357	4	361
Cash dividends			(335)				(335)		(335)
Purchase of treasury stock				(274)			(274)		(274)
Issuance of treasury stock		102		108			210		210
Stock option activity		43					43		43
Repayment of loans by ESOP					25		25		25
Transition adjustment from adopting new accounting guidance (See Note 1)			11				11		11
Dividends paid on subsidiary common stock to noncontrolling interests								(67)	(67)
<i>Balance, December 31, 2007</i>	\$ 484	\$ 553	\$ 7,963	\$ (4,267)	\$	\$ (582)	\$ 4,151	\$ 161	\$ 4,312
Net income attributable to the controlling and noncontrolling interests			538				538	86	624
Other comprehensive (loss), net of tax						(1,046)	(1,046)	(7)	(1,053)
Cash dividends			(343)				(343)		(343)
Purchase of treasury stock				(7)			(7)		(7)
Issuance of treasury stock		18		15			33		33
Stock option activity		9					9		9
			(2)				(2)		(2)

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Transition adjustment from adopting new accounting guidance (See Note 1)																
Increase through acquisition								23		23						
Decrease through divestiture								(27)		(27)						
Dividends paid on subsidiary common stock to noncontrolling interests								(79)		(79)						
Other								(1)		(1)						
<b>Balance, December 31, 2008</b>																
	\$	484	\$	580	\$	8,156	\$	(4,259)	\$	(1,628)	\$	3,333	\$	156	\$	3,489
Net income attributable to the controlling and noncontrolling interests						336				336				90		426
Other comprehensive income, net of tax									367	367						367
Cash dividends						(353)				(353)						(353)
Purchase of treasury stock								(59)		(59)						(59)
Issuance of treasury stock				50			100				150					150
Stock option activity					6						6					6
Equity forward arrangement					(27)					(27)						(27)
Dividends paid on subsidiary common stock to noncontrolling interests														(77)		(77)
<b>Balance, December 31, 2009</b>																
	\$	484	\$	609	\$	8,139	\$	(4,218)	\$	(1,261)	\$	3,753	\$	169	\$	3,922

## Consolidated Statement of Comprehensive Income (Loss)

(Millions)	For the Year		
	2009	2008	2007
Net income attributable to the controlling and noncontrolling interests	\$ 426	\$ 624	\$ 910
Other comprehensive income (loss), net of tax (See Note 18)			
Unrealized currency translation adjustment	173	(506)	264
	169	(494)	90

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Defined benefit pension and other postretirement benefit adjustments (See Note 15)			
Unrealized (losses) gains on marketable equity securities		(4)	
Net change derivatives (See Note 12)	25	(49)	7
Other comprehensive income (loss), net of tax	367	(1,053)	361
Total comprehensive income (loss)	\$ 793	\$ (429)	\$ 1,271
Less: amounts attributable to noncontrolling interests:			
Net income	(90)	(86)	(76)
Unrealized currency translation adjustment		7	(4)
<b>Comprehensive income (loss) attributable to PPG</b>	<b>\$ 703</b>	<b>\$ (508)</b>	<b>\$ 1,191</b>

The accompanying notes to the consolidated financial statements are an integral part of these consolidated statements.

**Table of Contents****Consolidated Statement of Cash Flows**

<i>(Millions)</i>	2009	<i>For the Year</i> 2008	2007
<b>Operating activities</b>			
Net income attributable to the controlling and noncontrolling interests	\$ 426	\$ 624	\$ 910
Loss from discontinued operations, net of tax			22
Income from continuing operations, net of tax	426	624	932
Adjustments to reconcile to cash from operations			
Depreciation and amortization	480	563	403
Asbestos settlement, net of tax	8	2	15
Business restructuring	186	163	
Write-off of in-process research and development		23	
Restructuring cash spending	(142)	(27)	(15)
Bad debt expense	59	52	16
Equity affiliate loss (earnings) net of dividends	17	15	(11)
(Decrease) increase in net accrued pension benefit costs	(22)	78	(7)
Decrease (increase) in receivables	235	(4)	(224)
Decrease (increase) in inventories	232	79	(49)
Decrease (increase) in other current assets	62	(123)	(24)
(Decrease) increase in accounts payable and accrued liabilities	(152)	15	72
Decrease (increase) in noncurrent assets	12	21	(100)
(Decrease) increase in noncurrent liabilities	(61)	(132)	3
Other	5	88	51
<i>Cash from operating activities continuing operations</i>	1,345	1,437	1,062
<i>Cash from operating activities discontinued operations</i>			1
<i>Cash from operating activities</i>	1,345	1,437	1,063
<b>Investing activities</b>			
Capital spending			
Additions to property and investments	(239)	(383)	(364)
Business acquisitions, net of cash balances acquired (See Note 2)	(26)	(1,673)	(233)
Deposits held in escrow (See Note 2)		(37)	(1,718)
Release of deposits held in escrow (See Note 2)	22	1,740	2
Proceeds from sale of automotive glass and services business (See Note 3)		225	

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Proceeds from termination of currency swap contracts (See Note 12)		208	
Reductions of other property and investments	43	45	68
Payments on cross currency swap contract (See Note 12)	(3)		
<hr/>			
<i>Cash (used for) from investing activities continuing operations</i>	(203)	125	(2,245)
<i>Cash from investing activities discontinued operations</i>			38
<i>Cash (used for) from investing activities</i>	(203)	125	(2,207)
<hr/>			
<b>Financing activities</b>			
<b>Debt:</b>			
Borrowings to refinance acquired SigmaKalon debt (See Note 9)		1,143	
<hr/>			
Repayment of acquired SigmaKalon debt (See Note 9)		(1,259)	
<hr/>			
Proceeds from issuance of notes (net of discount and issuance costs) (See Note 9)		1,538	
<hr/>			
Repayment of bridge loan (See Note 9)		(1,557)	
<hr/>			
Net change in borrowings with maturities of three months or less	(431)	(392)	698
<hr/>			
Proceeds from term loan (See Note 9)	400		
<hr/>			
Proceeds from other short-term debt	1	329	1,129
<hr/>			
Repayment of other short-term debt	(517)	(442)	(83)
<hr/>			
Repayment of 7.05% Notes due 2009 (See Note 9)	(116)		
<hr/>			
Proceeds from other long-term debt	29		
Repayment of other long-term debt	(12)	(41)	(71)
<hr/>			
Net change in cash related to debt transactions	(646)	(681)	1,673
<hr/>			
<b>Other financing activities:</b>			
Proceeds from termination of interest rate swaps		40	
<hr/>			
Repayment of loans by employee stock ownership plan			25
<hr/>			
Purchase of treasury stock	(59)	(7)	(274)
<hr/>			
Issuance of treasury stock	12	13	194
<hr/>			
Dividends paid on subsidiary common stock to noncontrolling interests (See Note 1)	(77)	(79)	(67)
<hr/>			
Dividends paid	(353)	(343)	(335)
<hr/>			
<i>Cash (used for) from financing activities continuing operations</i>	(1,123)	(1,057)	1,216
<i>Cash (used for) from financing activities discontinued operations</i>			
<i>Cash (used for) from financing activities</i>	(1,123)	(1,057)	1,216
<hr/>			
Effect of currency exchange rate changes on cash and cash equivalents	17	(10)	11
<hr/>			
Net increase in cash and cash equivalents	36	495	83
<hr/>			
Cash and cash equivalents, beginning of year	1,021	526	443
<hr/>			
<i>Cash and cash equivalents, end of year</i>	\$ 1,057	\$ 1,021	\$ 526

The accompanying notes to the consolidated financial statements are an integral part of this consolidated statement.





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## Notes to the Consolidated Financial Statements

### 1. Summary of Significant Accounting Policies

#### *Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of PPG Industries, Inc. ( PPG or the Company ), and all subsidiaries, both U.S. and non-U.S., that it controls. PPG owns more than 50% of the voting stock of the subsidiaries that it controls. Investments in companies in which PPG owns 20% to 50% of the voting stock and has the ability to exercise significant influence over operating and financial policies of the investee are accounted for using the equity method of accounting. As a result, PPG's share of the earnings or losses of such equity affiliates is included in the accompanying consolidated statement of income and PPG's share of these companies' shareholders' equity is included in investments in the accompanying consolidated balance sheet. Transactions between PPG and its subsidiaries are eliminated in consolidation.

#### *Use of Estimates in the Preparation of Financial Statements*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of income and expenses during the reporting period. Actual outcomes could differ from those estimates.

#### *Basis of Presentation*

In the third quarter of 2007, PPG entered into an agreement to sell its fine chemicals business to ZaCh System S.p.A., a subsidiary of Zambon Company S.p.A., for approximately \$65 million. The sale of this business was completed in November 2007. The results of operations and cash flows of this business, which had previously been included in the Optical and Specialty Materials reportable segment, have been classified as discontinued operations in the accompanying consolidated statements of income and of cash flows for the year ended December 31, 2007. Net sales of the fine chemicals business were \$79 million for the year ended December 31, 2007. For the year ended December 31, 2007 the fine chemicals business had a loss from discontinued operations of \$22 million, which included a pretax charge of \$25 million (\$19 million aftertax) related to the divestiture of the fine chemicals business.

#### *Revenue Recognition*

Revenue from sales is recognized by all operating segments when goods are shipped and title to inventory and risk of loss passes to the customer or when services have been rendered.

#### *Shipping and Handling Costs*

Amounts billed to customers for shipping and handling are reported in Net sales in the accompanying consolidated statement of income. Shipping and handling costs incurred by the Company for the delivery of goods to customers are included in Cost of sales, exclusive of depreciation and amortization in the accompanying consolidated statement of income.

*Selling, General and Administrative Costs*

Amounts presented as Selling, general and administrative in the accompanying consolidated statement of income are comprised of selling, customer service, distribution and advertising costs, as well as the costs of providing corporate-wide functional support in such areas as finance, law, human resources and planning. Distribution costs pertain to the movement and storage of finished goods inventory at company-owned and leased warehouses, terminals and other distribution facilities. Certain of these costs may be included in cost of sales by other companies, resulting in a lack of comparability with other companies.

*Legal Costs*

Legal costs are expensed as incurred.

*Foreign Currency Translation*

For all significant non-U.S. operations, their functional currency is their local currency. Assets and liabilities of those operations are translated into U.S. dollars using year-end exchange rates; income and expenses are translated using the average exchange rates for the reporting period. Unrealized currency translation adjustments are deferred in accumulated other comprehensive (loss) income, a separate component of shareholders' equity.

*Cash Equivalents*

Cash equivalents are highly liquid investments (valued at cost, which approximates fair value) acquired with an original maturity of three months or less.

*Short-term Investments*

Short-term investments are highly liquid investments that have stated maturities of three months to one year. The purchases and sales of these investments are classified as investing activities in the consolidated statement of cash flows.

*Inventories*

Most U.S. inventories are stated at cost, using the last-in, first-out ( LIFO ) method of accounting, which does not exceed market. All other inventories are stated at cost, using the first-in, first-out ( FIFO ) method of accounting, which does not exceed market. PPG

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## Notes to the Consolidated Financial Statements

determines cost using either average or standard factory costs, which approximate actual costs, excluding certain fixed costs such as depreciation and property taxes.

### *Marketable Equity Securities*

The Company's investment in marketable equity securities is recorded at fair market value and reported in Other current assets and Investments in the accompanying consolidated balance sheet with changes in fair market value recorded in income for those securities designated as trading securities and in other comprehensive (loss) income, net of tax, for those designated as available for sale securities.

### *Property*

Property is recorded at cost. PPG computes depreciation by the straight-line method based on the estimated useful lives of depreciable assets. Additional expense is recorded when facilities or equipment are subject to abnormal economic conditions or obsolescence. Significant improvements that add to productive capacity or extend the lives of properties are capitalized. Costs for repairs and maintenance are charged to expense as incurred. When property is retired or otherwise disposed of, the original cost and related accumulated depreciation balance are removed from the accounts and any related gain or loss is included in income. Amortization of the cost of capitalized leased assets is included in depreciation expense. Property and other long-lived assets are reviewed for impairment whenever events or circumstances indicate that their carrying amounts may not be recoverable.

### *Goodwill and Identifiable Intangible Assets*

Goodwill represents the excess of the cost over the fair value of acquired identifiable tangible and intangible assets less liabilities assumed from acquired businesses. Identifiable intangible assets acquired in business combinations are recorded based upon their fair value at the date of acquisition.

The Company tests goodwill of each reporting unit for impairment at least annually in connection with PPG's strategic planning process in the third quarter. The goodwill impairment test is performed by comparing the fair value of the associated reporting unit to its carrying value. The Company's reporting units are its operating segments. (See Note 25, Reportable Business Segment Information for further information concerning the Company's operating segments.) Fair value is estimated using discounted cash flow methodologies.

The Company has determined that certain acquired trademarks have indefinite useful lives. The Company tests the carrying value of these trademarks for impairment at least annually in the third quarter by comparing the fair value of each trademark to its carrying value. Fair value is estimated by using the relief from royalty method (a discounted cash flow methodology).

Identifiable intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives (2 to 25 years) and are reviewed for impairment whenever events or circumstances indicate that their carrying amount may not be recoverable.

*Allowance for Doubtful Accounts*

The Company provides an allowance for doubtful accounts to reduce receivables to their estimated net realizable value. Those estimates are based on historical collection experience, current economic and market conditions, a review of the aging of accounts receivable and the assessments of current creditworthiness of customers.

*Employee Stock Ownership Plan*

The accounting for the PPG employee stock ownership plan ( ESOP ) is dependent upon when the ESOP purchased its unallocated shares of PPG common stock. PPG common stock purchased after December 31, 1992 ( new ESOP shares ) is permitted by accounting guidance to be accounted for differently than shares purchased prior to December 31, 1992 ( old ESOP shares ). ESOP shares were released for allocation to participants based on the ratio of debt service paid during the year on loans used by the ESOP to purchase the shares to the remaining debt service on those loans. Those loans were a combination of borrowings guaranteed by PPG and borrowings by the ESOP directly from PPG. All ESOP loan balances were repaid and all unallocated shares of PPG common stock were allocated to ESOP participants prior to December 31, 2007. Unearned compensation, which principally represented the unpaid balance of all of the ESOP 's loans was reflected as a reduction of shareholders equity as of December 31, 2006. Dividends received by the ESOP were primarily used to pay debt service.

When old ESOP shares were released, PPG compensation expense related to the Company 's match of certain employee contributions was equal to the cash contributed to the ESOP by the Company less the appreciation on the allocated old ESOP shares. Cash contributions to the ESOP were reduced by \$30 million in 2007 for the appreciation on the old shares allocated to participants ' accounts in 2007. Compensation expense related to the ESOP was equal to the Company 's matching contribution in 2009 and 2008.

Dividends paid on old ESOP shares were deducted from retained earnings. Old ESOP shares were considered to be outstanding in computing earnings per common share. For new ESOP shares, compensation expense was

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## Notes to the Consolidated Financial Statements

equal to the Company's matching contribution (see Note 19, Employee Stock Ownership Plan). Dividends paid on released new ESOP shares were deducted from retained earnings, and dividends on unreleased shares were reported as a reduction of debt or accrued interest. New ESOP shares that were released were considered outstanding in computing earnings per common share. Unreleased new ESOP shares were not considered to be outstanding.

### *Product Warranties*

The Company accrues for product warranties at the time the associated products are sold based on historical claims experience. As of December 31, 2009 and 2008, the reserve for product warranties was \$8 million and \$10 million, respectively. Pretax charges against income for product warranties in 2009, 2008 and 2007 totaled \$6 million, \$7 million and \$5 million, respectively. Cash outlays related to product warranties were \$7 million, \$7 million and \$6 million in 2009, 2008 and 2007, respectively. In addition, \$1 million of warranty obligations were assumed as part of the Company's 2008 business acquisitions.

### *Asset Retirement Obligations*

An asset retirement obligation represents a legal obligation associated with the retirement of a tangible long-lived asset that is incurred upon the acquisition, construction, development or normal operation of that long-lived asset. PPG recognizes asset retirement obligations in the period in which they are incurred, if a reasonable estimate of fair value can be made. The asset retirement obligation is subsequently adjusted for changes in fair value. The associated estimated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset and depreciated over its useful life. PPG's asset retirement obligations are primarily associated with closure of certain assets used in the chemicals manufacturing process.

The accrued asset retirement obligation was \$13 million and \$14 million as of December 31, 2009 and 2008, respectively.

PPG's only conditional asset retirement obligation relates to the possible future abatement of asbestos contained in certain PPG production facilities. The asbestos in PPG's production facilities arises from the application of normal and customary building practices in the past when the facilities were constructed. This asbestos is encapsulated in place and, as a result, there is no current legal requirement to abate it. Inasmuch as there is no requirement to abate, the Company does not have any current plans or an intention to abate and therefore the timing, method and cost of future abatement, if any, are not known. The Company has not recorded an asset retirement obligation associated with asbestos abatement, given the uncertainty concerning the timing of future abatement, if any.

### *Subsequent Events*

PPG has determined that there were no subsequent events that would require disclosure in or adjustment to the accompanying consolidated financial statements through February 18, 2010, the date the financial statements were issued.

### *Accounting Standards Adopted Prior to 2009*

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Due to accounting guidance issued in 2007, an employer is required to recognize a liability for the postretirement benefit related to a collateral assignment split-dollar life insurance arrangement if the employer has agreed to maintain a life insurance policy during the employee's retirement or provide the employee with a death benefit based on the substantive arrangement with the employee. An employer must also recognize and measure an asset in a collateral assignment split-dollar life insurance arrangement based on the nature and substance of the arrangement. This guidance was effective as of January 1, 2008. PPG has collateral assignment split-dollar life insurance arrangements within the scope of this accounting guidance.

As a result of the adoption of this guidance, the Company recognized a liability of \$2 million in 2008, representing the present value of the future premium payments to be made under the existing policies. In accordance with the transition provisions, this amount was recorded as a direct decrease to retained earnings. No adjustment to the recorded asset value was required.

On January 1, 2008, PPG adopted accounting guidance related to fair value measurements for financial assets and liabilities. The guidance defines fair value, establishes a framework for measuring fair value under U.S. Generally Accepted Accounting Principles ( GAAP ), and expands disclosures about fair value measurements. Refer to Note 10, Fair Value Measurement for additional information regarding our fair value measurements. Adoption of the guidance applicable to financial assets and liabilities did not have a significant effect on PPG's consolidated results of operations or financial position.

In June 2006, accounting guidance was issued to clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company adopted the provisions of this guidance as of January 1, 2007. As a result of the implementation, the Company reduced its liability for unrecognized tax benefits by \$11 million,

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## Notes to the Consolidated Financial Statements

which was recorded as a direct increase in retained earnings. Refer to Note 14, *Income Taxes* for additional information.

### *Accounting Standards Adopted in 2009*

In June 2009, the Financial Accounting Standards Board ( FASB ) issued new accounting guidance entitled, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* a replacement of FASB Statement No. 162 ( ASC ), which identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. This new guidance was implemented at September 30, 2009 when it became effective. The adoption of this guidance has changed how we reference various elements of GAAP when preparing our financial statement disclosures, but did not have an impact on PPG s consolidated financial position, results of operations or cash flows.

In May 2009, the FASB issued new accounting guidance on subsequent events. The objective of this guidance is to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This new accounting guidance was adopted as of June 30, 2009, when it became effective. Adopting this new guidance did not have a material impact on the accompanying consolidated financial statements.

In April 2009, the FASB issued new accounting guidance concerning fair value measurement and related disclosures when the volume of market activity has significantly decreased. The impact of adopting this new guidance as of June 30, 2009, when it became effective, did not have a material effect on PPG s consolidated results of operations or financial position.

In December 2008, the FASB issued new accounting guidance related to pension and other postretirement benefits, which provides guidance on an employer s disclosures about plan assets of a defined benefit pension or other postretirement plan. This new accounting guidance is effective for annual periods ending after December 15, 2009. The impact of adoption of this guidance has changed PPG s disclosures about plan assets, but did not have an impact on its financial position, results of operations or cash flows.

In December 2007, the FASB issued new accounting guidance on business combinations. The new guidance retains the underlying concepts of previously issued accounting guidance in that all business combinations are still required to be accounted for at fair value under the acquisition method of accounting (formerly known as the purchase method of accounting), but this new guidance changes the method of applying the acquisition method in a number of significant aspects. Under the new guidance, acquisition costs are generally to be expensed as incurred; noncontrolling interests are valued at fair value at the acquisition date; in-process research and development is recorded at fair value as an indefinite-lived intangible asset at the acquisition date; restructuring costs associated with a business combination are generally expensed subsequent to the acquisition date; and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally affect income tax expense. These changes are effective on a prospective basis for all business combinations for which the acquisition date is on or after January 1, 2009, with an exception related to the accounting for valuation allowances on deferred taxes and acquired tax contingencies related to acquisitions completed before that date. This new guidance amends the accounting guidance for income taxes to require adjustments, made after the effective date of this statement, to valuation allowances for acquired deferred tax assets and uncertain income tax positions to be recognized as income tax expense. The adoption of this new guidance as of January 1, 2009 did not have a material impact on the accompanying consolidated financial statements.



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In December 2007, the FASB issued new accounting guidance on consolidations. This new guidance was effective for PPG as of January 1, 2009, and requires the presentation of a noncontrolling interest (formerly known as minority interest) as equity in the consolidated balance sheet and separate from the parent's equity. The new guidance also requires that the amount of net income attributable to the noncontrolling interest be included in consolidated net income on the face of the income statement and that any dividends paid to noncontrolling interests be reported as a financing activity in the statement of cash flows. This new guidance requires changes in the parent's ownership interest in consolidated subsidiaries to be accounted for as equity transactions. This new guidance also includes expanded disclosure requirements regarding the interests of the parent and related noncontrolling interests. Beginning January 1, 2009, PPG applied the new guidance to its accounting for noncontrolling interests and its financial statement disclosures. The provisions of the new guidance have been applied to all periods presented in the accompanying consolidated financial statements.

In November 2007, the Emerging Issues Task Force ( EITF ) issued new accounting guidance that defined collaborative arrangements and established reporting and disclosure requirements for such arrangements. This new guidance was effective for PPG as of January 1, 2009, and its adoption did not have an effect on PPG's consolidated results of operations or financial position.

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## Notes to the Consolidated Financial Statements

On January 1, 2009, PPG adopted new accounting guidance on fair value measurements for nonfinancial assets and liabilities disclosed on a nonrecurring basis. The Company has applied the provisions of this new guidance to its financial statement disclosures beginning in the first quarter of 2009. Adoption of the new guidance did not have an effect on PPG's consolidated results of operations or financial position. Refer to Note 10, Fair Value Measurement for additional information regarding our fair value measurements.

In March 2008, the FASB issued new accounting guidance on derivatives and hedging, which changes the disclosure requirements for derivative instruments and hedging activities. This new guidance requires enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. PPG has applied the provisions of this new guidance to its financial statement disclosures beginning in the first quarter of 2009.

### *Accounting Standards to be Adopted in Future Years*

In June 2009, the FASB issued new accounting guidance on consolidation of variable interest entities, which include: (1) the elimination of the exemption for qualifying special purpose entities, (2) a new approach for determining who should consolidate a variable-interest entity, and (3) changes to when it is necessary to reassess who should consolidate a variable-interest entity. This new guidance is effective for fiscal years beginning after November 15, 2009, and for interim periods within that first annual reporting period. PPG is currently evaluating the effects that this new guidance may have on its consolidated financial statements and does not believe that it will have a material effect on its consolidated results of operations or financial position upon adoption.

## 2. Acquisitions

The Company spent \$26 million on acquisitions (net of cash acquired of \$1 million) in 2009, including purchase price adjustments related to acquisitions that were completed prior to December 31, 2008.

The Company spent \$1,673 million on acquisitions (net of cash acquired of \$136 million) in 2008, including purchase price adjustments related to 2007 acquisitions. Most of this spending was related to the January 2, 2008 acquisition of SigmaKalon, a worldwide coatings producer based in Uithoorn, Netherlands, from global private investment firm Bain Capital (the seller). The acquired business produces architectural, protective and marine and industrial coatings and is a leading coatings supplier in Europe and other key markets across the globe, with an increasing presence in Africa and Asia. The results of these businesses have been included in PPG's consolidated results of operations from January 2, 2008 onward. The 2008 sales of the acquired SigmaKalon businesses were \$3.2 billion.

The total transaction value was approximately \$3.2 billion, consisting of cash paid to the seller of \$1,673 million and debt assumed of \$1,517 million. The cash paid to the seller consisted of \$717 million (\$1,056 million) and \$617 million. In 2007, PPG issued \$617 million of commercial paper and borrowed \$1,056 million (\$717 million) under the \$1 billion bridge loan agreement established in December 2007 in anticipation of completing the SigmaKalon acquisition. The proceeds from these borrowings were deposited into escrow in December 2007. Upon closing of the transaction on January 2, 2008, these amounts were released from escrow and paid to the seller.

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The following table summarizes the final purchase price allocation for the SigmaKalon acquisition.

<i>(Millions)</i>	
Current assets (including cash of \$136)	\$ 1,415
Property, plant, and equipment	635
Customer-related intangibles	685
Trade names	277
Acquired technology	122
Goodwill (non-deductible)	1,353
Other	172
<b><i>Total assets</i></b>	<b>4,659</b>
Short-term debt	(1,507)
Current liabilities	(798)
Long-term debt	(10)
Deferred taxes	(389)
Other long-term liabilities	(305)
<b><i>Net assets</i></b>	<b>1,650</b>
In-process research and development	23
<b><i>Total purchase price</i></b>	<b>\$ 1,673</b>

Identifiable intangible assets with finite lives are subject to amortization over their estimated useful lives. The identifiable intangible assets acquired in the SigmaKalon transaction will be amortized over an estimated weighted-average amortization period of 11 years. Customer-related intangibles will be amortized over an estimated weighted-average amortization period of 12 years, acquired technology will be amortized over an estimated weighted-average amortization period of seven years and trade names will be amortized over an estimated weighted-average amortization period of 15 years. Estimated future amortization expense related to these identifiable intangible assets is approximately \$75 million in each of the next five years.

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Goodwill related to the SigmaKalon acquisition has been recorded by PPG's reportable segments as follows: \$1,045 million by Architectural Coatings EMEA, \$112 million by Performance Coatings (protective and marine operating segment) and \$196 million by Industrial Coatings (industrial operating segment).

The step up to fair value of acquired inventory as part of the purchase price allocation totaled \$94 million. This amount was included in cost of sales, exclusive of depreciation and amortization, in the accompanying consolidated statement of income for the year ended December 31, 2008 as the related inventory was sold to customers in the first quarter of 2008. The amount allocated to in-process research and development was charged to expense in the first quarter of 2008.

The following information reflects the results of PPG's operations for the year ended December 31, 2007 on a pro forma basis as if the acquisition of SigmaKalon had been completed on January 1, 2007. The unaudited pro forma financial information was prepared to give pro forma effect to events that are 1) directly attributable to the acquisition, 2) factually supportable and 3) expected to have a continuing impact on the combined results. Pro forma adjustments have been made to illustrate the incremental impact on earnings of interest costs on the borrowings to acquire SigmaKalon, amortization expense related to acquired intangible assets of SigmaKalon, and the tax benefit associated with the incremental interest costs and amortization expense. The following unaudited pro forma information does not include certain cost savings or operating synergies (or costs associated with realizing such savings or synergies) that may result from the acquisition.

*(Millions, except per share amounts)*

<i>Condensed Consolidated Pro Forma Information (unaudited)</i>	<i>Year Ended Dec. 31, 2007</i>
Net sales	\$ 15,140
Net income	\$ 795
Earnings per common share	\$ 4.83
Earnings per common share assuming dilution	\$ 4.79

The unaudited pro forma information is provided for illustrative purposes only and does not purport to represent what PPG's consolidated results of operations would have been had the transaction actually occurred as of January 1, 2007, and does not purport to project PPG's future consolidated results of operations.

During 2008, the Company made several other acquisitions in the coatings businesses. The following table summarizes the estimated fair value of assets acquired and liabilities assumed as a result of these acquisitions and reflected in the purchase price allocations and adjustments recorded as of December 31, 2008. There were no significant adjustments to these amounts subsequent to December 31, 2008.

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(Millions)

Current assets	\$ 38
Property, plant, and equipment	6
Goodwill	21
Other current assets	38
Other non-current assets	34
<b>Total assets</b>	<b>137</b>
Long-term liabilities	(1)
<b>Net assets</b>	<b>\$ 136</b>

The Company spent \$233 million on several acquisitions in 2007, including purchase price adjustments related to 2006 acquisitions. The 2007 results of the acquired businesses have been included in PPG's consolidated results of operations for the period since the acquisitions were completed. Sales in 2007 increased by approximately \$592 million due to acquisitions and the acquired businesses were accretive to earnings in 2007. The largest of the transactions completed in 2007 were the acquisition of Barloworld Coatings Australia and the acquisition of the architectural and industrial coatings businesses of Renner Sayerlack, S.A.

In the third quarter of 2007, PPG acquired Barloworld Coatings Australia, the architectural paint unit of South African-based Barloworld, Ltd., a multinational industrial brand management company. Barloworld Coatings Australia, a leading Australian architectural paint manufacturer, produces *Taubmans*, *Bristol* and *White Knight* brands of architectural coatings. The acquisition includes a production facility in Villawood, New South Wales. Barloworld Coatings Australia distributes products through approximately 50 company-owned stores, a network of sole-brand distributors and numerous independent dealers. In addition, the company's paints are sold through Bunnings, Australia's largest home-improvement retailer, and exported to New Zealand.

During the first quarter of 2007, the Company acquired the architectural and industrial coatings businesses of Renner Sayerlack, S.A., Gravatai, Brazil, to expand its coatings businesses in Latin America. The acquired business operates manufacturing plants in Brazil, Chile, and Uruguay and each plant also serves as a distribution center. The purchase price allocation resulted in an excess of purchase price over the fair value of net assets acquired, which has been reflected as an addition to goodwill.

The following table summarizes the fair value of assets acquired and liabilities assumed as a result of the acquisitions completed in 2007 and reflected in the purchase price allocations and adjustments recorded as of

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December 31, 2007. There were no significant adjustments to these amounts subsequent to December 31, 2007.

<i>(Millions)</i>	
Current assets	\$ 124
Property, plant, and equipment	38
Goodwill	59
Other non-current assets	67
<b>Total assets</b>	<b>288</b>
Current liabilities	(48)
Long-term liabilities	(7)
<b>Net assets</b>	<b>\$ 233</b>

**3. Divestiture of Automotive Glass and Services Business**

During the third quarter of 2007, the Company entered into an agreement to sell its automotive glass and services business to Platinum Equity ( Platinum ) for approximately \$500 million. Accordingly, the assets and liabilities of this business were classified as held for sale and the results of operations and cash flows of this business were classified as discontinued operations in the third quarter of 2007. In the fourth quarter of 2007, PPG was notified that affiliates of Platinum had filed suit in the Supreme Court of the State of New York, County of New York, alleging that Platinum was not obligated to consummate the agreement. Platinum also terminated the agreement. PPG has sued Platinum and certain of its affiliates for damages, including the \$25 million breakup fee stipulated by the terms of the agreement, based on various alleged actions of the Platinum parties. While the transaction with Platinum was terminated, PPG management remained committed to a sale of the automotive glass and services business and continued to classify its assets and liabilities as held for sale and report its results of operations and cash flows as discontinued operations through the first quarter of 2008.

In July 2008, PPG entered into an agreement with affiliates of Kohlberg & Company, LLC, under which PPG would divest the automotive glass and services business to a new company formed by affiliates of Kohlberg. Under the agreement, PPG would receive a noncontrolling interest in the new company, and, as such, the accounting requirements for classifying the business as assets held for sale and reporting its results of operations and cash flows as discontinued operations had no longer been met.

In the second quarter of 2008, the automotive glass and services business was reclassified to continuing operations and, as a result, PPG recorded a one-time, non-cash charge of \$17 million (\$11 million aftertax) to reflect a catch-up of depreciation expense, which was suspended

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during the period the business was classified as a discontinued operation. Additionally, in the second quarter of 2008, PPG recorded a charge of \$19 million (\$12 million aftertax) for special termination benefits and a pension curtailment loss relating to the impact of benefit changes, including accelerated vesting, negotiated as part of the sale. This charge is included in selling, general and administrative expenses in the accompanying consolidated statement of income for the year ended December 31, 2008.

The transaction with affiliates of Kohlberg was completed on September 30, 2008, with PPG receiving total proceeds of \$315 million, including \$225 million in cash and two 6-year notes totaling \$90 million (\$60 million at 8.5% interest and \$30 million at 10% interest). Both notes, which may be prepaid at any time without penalty, are senior to the equity of the new company. In addition, PPG received a noncontrolling interest of approximately 40 percent in the new company, Pittsburgh Glass Works LLC. This transaction resulted in a third quarter 2008 gain of \$15 million pretax, net of transaction costs, and is included in *Other income* in the accompanying consolidated statement of income for the year ended December 31, 2008. The aftertax gain on the transaction was \$3 million, reflective of tax expense of \$12 million. Tax expense on the gain includes the tax cost of repatriating certain transaction proceeds from Canada to the U.S. and the impact of certain permanent book/tax differences which resulted in a larger taxable gain. PPG accounts for its interest in Pittsburgh Glass Works LLC under the equity method of accounting from October 1, 2008 onward.

The results of operations and cash flows of the automotive glass and services business through September 30, 2008 have been classified as continuing operations in the Glass reportable segment in the accompanying consolidated financial statements. This business had net sales of \$724 million and earnings of \$16 million during the nine months ended September 30, 2008.

PPG has retained certain liabilities for pension and post-employment benefits earned for service up to September 30, 2008, totaling approximately \$850 million and \$800 million at December 31, 2009 and 2008, respectively, for employees who were active as of the divestiture date and for individuals who were retirees of the business as of the divestiture date. PPG recognized expense of approximately \$40 million related to these obligations in 2009. In addition, PPG is providing certain transition services, including information technology and accounting services, to Pittsburgh Glass Works LLC for a period of up to two years after the transaction date.

In 2009, Pittsburgh Glass Works LLC ceased production at its Oshawa, Canada manufacturing plant and has also announced that it will close its Hawkesbury,

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Canada plant in 2010. Under Canadian pension regulations, these plant closures will result in partial wind-ups of the pension plans for former employees in Canada that were retained by PPG. This will result in settlement charges against PPG earnings and required cash contributions to the plans in amounts that will be determined following the required review of the partial wind-ups by the Canadian pension authorities. The amount of each pretax charge and the cash contribution is currently estimated to be in the range of \$20-\$30 million and \$10-\$15 million, respectively. The deficits can be funded over the five year period following the effective date of the partial wind ups. The settlement charges will be recorded following the approval of the partial wind-ups by the Canadian pension authorities and when the related cash contributions are completed.

**4. Working Capital Detail**

<i>(Millions)</i>	2009	2008
<b><i>Receivables</i></b>		
Customers	\$ 2,405	\$ 2,640
Equity affiliates	28	22
Other	317	245
Allowance for doubtful accounts	(122)	(103)
<b><i>Total</i></b>	<b>\$ 2,628</b>	<b>\$ 2,804</b>
<b><i>Inventories<sup>(1)</sup></i></b>		
Finished products	\$ 918	\$ 1,045
Work in process	125	134
Raw materials	390	412
Supplies	115	111
<b><i>Total</i></b>	<b>\$ 1,548</b>	<b>\$ 1,702</b>
<b><i>Accounts payable and accrued liabilities</i></b>		
Trade creditors	\$ 1,384	\$ 1,402
Accrued payroll	355	378
Customer rebates	207	208
Other postretirement and pension benefits	103	102
Income taxes	33	62
Other	566	572



<i>Total</i>	\$ 2,648	\$ 2,724
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(1) Inventories valued using the LIFO method of inventory valuation comprised 35% of total gross inventory values as of December 31, 2009 and 2008. If the FIFO method of inventory valuation had been used, inventories would have been \$224 million and \$213 million higher as of December 31, 2009 and 2008, respectively. During the year ended December 31, 2009 and 2008, certain inventories accounted for on the LIFO method of accounting were reduced, which resulted in the liquidation of certain quantities carried at costs prevailing in prior years. The effect on earnings was income of \$12 million and \$4 million for the years ended December 31, 2009 and 2008, respectively.

## 5. Property

(Millions)	Useful Lives  (years)	2009	2008
Land and land improvements	5-30	\$ 478	\$ 453
Buildings	20-40	1,476	1,416
Machinery and equipment	5-25	5,507	5,338
Other	3-20	689	604
Construction in progress		163	232
<i>Total</i> <sup>(1)</sup>		\$ 8,313	\$ 8,043

(1) Interest capitalized in 2009, 2008 and 2007 was \$9 million, \$8 million and \$11 million, respectively.

## 6. Investments

(Millions)	2009	2008
Investments in and advances to equity affiliates	\$ 365	\$ 381
Marketable equity securities		
Trading (See Note 15)	56	47
Available for sale	5	4
Other	73	77
<i>Total</i>	\$ 499	\$ 509

The Company's investments in and advances to equity affiliates include its approximately 40 percent interest in Pittsburgh Glass Works LLC, which had a carrying value, including \$92 million in notes receivable, of \$184 million at December 31, 2009 (see Note 3, Divestiture of Automotive Glass and Services Business). The carrying value of this investment at December 31, 2008 was \$183 million. The Company's investments in and advances to equity affiliates also include 50 percent ownership interests in a number of joint ventures that manufacture and sell coatings, glass and chemicals products, the most significant of which produce fiber glass products and are located in Asia.

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In addition, PPG has a 50 percent ownership interest in RS Cogen, L.L.C., which toll produces electricity and steam primarily for PPG and its joint venture partner. The joint venture was formed with a wholly-owned subsidiary of Entergy Corporation in 2000 for the construction and operation of a \$300 million process steam, natural gas-fired cogeneration facility in Lake Charles, La., the majority of which was financed by a syndicate of banks. PPG's future commitment to purchase electricity and steam from the joint venture approximates \$23 million per year subject to contractually defined inflation adjustments for the next 13 years. The purchases for the years ended December 31, 2009, 2008 and 2007 were \$23 million, \$24 million and \$25 million, respectively.

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Summarized financial information of PPG's equity affiliates on a 100 percent basis, in the aggregate, is as follows:

<i>(Millions)</i>		2009	2008	
Working capital		\$ 243	\$ 284	
Property, net		957	958	
Short-term debt		(165)	(133)	
Long-term debt		(502)	(565)	
Other, net		187	229	
<b>Net assets</b>		<b>\$ 720</b>	<b>\$ 773</b>	
<i>(Millions)</i>		2009	2008	2007
Revenues		\$ 1,320	\$ 885	\$ 674
Net (loss) earnings		\$ (4)	\$ 14	\$ 66

PPG's share of undistributed net earnings of equity affiliates was \$44 million and \$60 million as of December 31, 2009 and 2008, respectively. Dividends received from equity affiliates were \$11 million, \$18 million and \$21 million in 2009, 2008 and 2007, respectively.

As of December 31, 2009 and 2008, there were unrealized pretax losses of \$1 million, recorded in Accumulated other comprehensive loss in the accompanying consolidated balance sheet related to marketable equity securities available for sale. During 2009, PPG sold certain of these investments resulting in recognition of pretax gains of \$0.1 million and proceeds of \$0.1 million. During 2008, PPG sold certain of these investments resulting in recognition of a pretax gain of \$0.1 million and proceeds of \$1 million.

**7. Goodwill and Other Identifiable Intangible Assets**

The change in the carrying amount of goodwill attributable to each reportable business segment for the years ended December 31, 2009 and 2008 was as follows:

<i>(Millions)</i>	Performance Coatings	Industrial Coatings	Architectural Coatings EMEA	Optical and Specialty Materials	Glass	Commodity Chemicals	Total
Balance, Jan. 1, 2008	\$ 1,051	\$ 310	\$	\$ 57	\$ 89	\$	\$ 1,507

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Goodwill from acquisitions	122	209	1,047	(4)			1,374
Impact of divestiture (See Note 3)				(29)			(29)
Currency translation	(95)	(37)	(71)	(3)	(5)		(211)
<b>Balance, Dec. 31, 2008</b>	<b>\$ 1,078</b>	<b>\$ 482</b>	<b>\$ 976</b>	<b>\$ 50</b>	<b>\$ 55</b>	<b>\$</b>	<b>\$ 2,641</b>
Goodwill from acquisitions		9	5			3	17
Currency translation	65	18	40	1	2		126
<b>Balance, Dec. 31, 2009</b>	<b>\$ 1,143</b>	<b>\$ 509</b>	<b>\$ 1,021</b>	<b>\$ 51</b>	<b>\$ 57</b>	<b>\$ 3</b>	<b>\$ 2,784</b>

The carrying amount of acquired trademarks with indefinite lives as of December 31, 2009 and 2008 totaled \$334 million and \$339 million, respectively.

The Company's identifiable intangible assets with finite lives are being amortized over their estimated useful lives and are detailed below.

	Dec. 31, 2009			Dec. 31, 2008		
	<i>Gross</i>			<i>Gross</i>		
	<i>Carrying</i>	<i>Accumulated</i>	<i>Net</i>	<i>Carrying</i>	<i>Accumulated</i>	<i>Net</i>
<i>(Millions)</i>	<i>Amount</i>	<i>Amortization</i>	<i>Net</i>	<i>Amount</i>	<i>Amortization</i>	<i>Net</i>
Acquired technology	\$ 519	\$ (234)	\$ 285	\$ 520	\$ (201)	\$ 319
Customer-related intangibles						